

BYLAWS
OF
ISLAND READERS AND WRITERS: AN INITIATIVE FOR MAINE CHILDREN

ARTICLE I

REGISTERED OFFICE

Section 1. 1. Articles of Incorporation. The name of this Corporation shall be as set forth in the Articles of Incorporation. References in these Bylaws to the Articles of Incorporation shall mean the Articles of Incorporation of the Corporation as in effect from time to time. References to the Maine Nonprofit Corporation Act (the "Act") shall mean 13B M.R.S.A. § 101 et seq. and any successor provisions in effect from time to time.

Section 1.2. Registered Office. The registered office shall be that office specified in the Articles of Incorporation, as amended from time to time.

Section 1.3. Clerk. The Clerk of the Corporation shall be a resident of the State of Maine. The initial Clerk shall be named in the Articles of Incorporation and shall serve until his or her resignation from office or until a successor is elected by vote of the Board of Directors. The Clerk shall keep on file a list of all directors of the Corporation and shall keep, in a book kept for such purpose, the records of all meetings of the directors, including records of all votes and minutes of the meetings. The Clerk may certify votes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Act. The Clerk shall have custody of the corporate seal and may affix the same on documents requiring it, and attest to the same.

Section 1.4. Seal. The seal of this Corporation shall be circular in form with the name of the Corporation, the word "Maine" and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a wafer seal in any form in respect of any particular documents or instruments, in which case such wafer seal affixed to such document or instrument

shall be the corporate seal of this Corporation thereon for all purposes provided by law.

Section 1.5. Purpose. Island Readers & Writers is organized and operated exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as amended.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Management. The activities of the Corporation shall be managed by its Board of Directors, which shall exercise all powers of the Corporation.

Section 2.2 Number and Term of Office. Each director shall serve for a term of three (3) years commencing on the first Board meeting after his or her election and, unless the director resigns, dies or is removed prior thereto, shall hold office until his or her successor shall have been elected and qualified. Qualifications for directors shall include a commitment and interest in creating an excitement for reading, illustrating, writing and learning in children. The terms of office of the directors shall be staggered in such manner that approximately one-third (1/3rd) of the total number of directors shall be elected annually. No member of the Board of Directors shall serve more than three (3) consecutive three (3) year terms, except by special request of the Board of Directors or Executive Committee. The annual election of directors shall be held at an annual meeting of directors on the first Friday in August of each year. No more than 49% of the individuals on the Board of Directors may be "financially interested persons" as defined in 13-B MRSA §713-A, or any corresponding successor provision, in effect from time to time.

Section 2.3 Vacancies, Resignation and Removal. Any vacancy in the Board of Directors, including newly created directorships created by increasing the number of directors, may be filled by a majority vote of the remaining directors then in office. Any director may resign his or her office by delivering a written resignation to the Chair of the Board, the Executive Director or the Clerk. Directors may be removed from office, with or without

cause, by a twothirds (2/3rds) vote of the directors present at a regular or special meeting, a quorum being established.

Section 2.4 Leave of Absence. The Board of Directors may, in its discretion, grant a leave of absence to any director who requests such leave in writing, stating the requested duration of the leave and the reasons therefor.

Section 2.5 Annual Meeting of Board of Directors. As soon as practical after each annual election of directors, the Board of Directors shall meet for the purpose of electing a Chair and Vice Chair of the Board, electing the officers of the Corporation, and transacting other business. Notice of such meeting need not be given if such meeting is held immediately after the annual election. In the absence of a quorum at said meeting, the same may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 2.6 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by agreement of the Board of Directors, except that at least two meetings per year must be on Mount Desert Island. At such meetings, the directors may transact such business as may be brought before them.

Section 2.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the President, or by at least two (2) directors. At such meetings the directors may transact such business as may be brought before them, provided however, that the Chair may, at his or her discretion, defer any business brought before the directors at a special meeting until the next regularly scheduled meeting of the Board of Directors.

Section 2.8 Notice of Special Meetings. Unless a waiver is signed by all of the directors and filed with the minutes of the meeting, a written notice (which shall include email) of the time, date and place of each special meeting shall be given by or at the direction of the person or persons authorized to call such meetings to each director at least fourteen (14) days prior to the day set for the meeting.

Section 2.9 Organization. At every meeting of the Board of Directors, the Chair of the Board of Directors, or the Vice Chair in the absence of the Chair, shall preside, and the Clerk, or a person appointed by the Chair in the absence of the Clerk, shall take the minutes. The Chair of the Board of Directors shall have such other powers and duties not inconsistent with these ByLaws as may be assigned from time to time by the Board of Directors. The Vice Chair shall possess the powers and discharge the duties of the Chair of the Board in the Chair's absence or disability. The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director, all in accordance with applicable federal laws and regulations.

Section 2.9a. Electronic Voting. If the Board Chair determines that an action requiring full board approval requires immediate attention, they shall include the proposed action in an email to all directors' respective email addresses. The action shall allow the directors to respond with a vote of in favor or opposed. Response to the action will be sent to the Chair or their designate. The board vote on the action will be ratified at the next board meeting.

Section 2.10 Quorum and Vote Required. At any meeting of the Board of Directors, onehalf (1/2) of the directors then in office (excluding any directors absent on a leave of absence approved by the Board of Directors, provided that such leave of absence does not reduce the number of directors to less than three (3)), shall constitute a quorum for the transaction of business. Except as otherwise expressly set forth herein, if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors.

Section 2.11 Participation in Meetings. Any member of the Board of Directors may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, or any other means available under Maine law. A director participating in a

meeting by such means is deemed to be present in person at the meeting.

Section 2.12 Annual Report. At each Annual Meeting of the members of the Corporation, the Board of Directors shall present an Annual Report of the Corporation's activities and finances during the preceding fiscal year.

Section 2.13 Unanimous Consent. Any action required by the Act to be taken at a meeting of the directors of the Corporation, or any action which may be taken at a meeting of the directors or 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 setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

ARTICLE III

COMMITTEES

Section 3.1 Standing Committees. The Corporation may have the following Standing Committees:

A. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the President, Vice president, Treasurer, Secretary and such other Directors as the Board may elect. The Executive Committee shall review, and recommend for approval by the Board of Directors, policies, plans and procedures on matters related to the management and development of the Corporation, including but not limited to the hiring and evaluation of the Executive Director. The Executive Committee shall also undertake such other tasks as may be delegated to it, from time to time, by the Board of Directors. Subject to the provisions of Section 3.3 below, the Executive Committee shall have full authority to act on behalf of the Board of Directors between its regularly scheduled meetings.

B. Financial Health and Investment Committee. The Financial Health and Investment Committee shall review, and recommend for approval by the Board of Directors, policies, plans and

procedures on matters related to the fiscal condition of the Corporation, including, but not limited to, audit of corporate programs and finances, budget preparation and revision, and compliance review of all Corporation programs, with respect to applicable requirements of funding sources and the Corporation's own mission, policies and strategic plans.

C. Governance Committee. Reporting to the Board, the purpose of the Governance Committee is to develop and review Island Readers & Writers' governance standards, policies and charters, recruit and prepare new directors for Board membership, assess Board effectiveness, annually prepare a slate of officers for election, and assist in long-range planning activities.

Section 3.2 Other Committees. The Board of Directors, by resolution, may designate such additional Committees as it deems necessary, from time to time, which Committees may consist of members of the Board of Directors and/or other persons as designated by the resolution authorizing the Committee. The designation of any such Committee and the delegation to it of authority shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each director shall be a member of at least one Committee.

Section 3.3 Actions Reserved To The Board. In no event shall any Standing or other Committee have authority to:

- A. Amend the Articles of Organization;
- B. Adopt a plan of merger or consolidation;
- C. Sell or otherwise dispose of all or substantially all of the property and assets of the Corporation;
- D. Voluntarily dissolve the Corporation or revoke such dissolution; or
- E. Amend the Bylaws of the Corporation.

Section 3.4 Committee Procedures. Unless otherwise resolved by the Board of Directors, the following procedures shall apply to all Committees:

A. Advance notice of meetings shall be provided to each member.

B. A quorum sufficient for the transaction of business by any Committee shall consist of a majority of its members.

C. All matters shall be decided by vote of a majority of the members present, a quorum being established.

D. Minutes of Committee proceedings shall be kept and delivered to the Board of Directors at its next regular meeting.

E. The Chair of the Board shall appoint the Chairs of all Committees, subject to the approval of the Board of Directors

ARTICLE IV

CORPORATE OFFICERS

Section 4.1 Titles and Qualification. The officers of the Corporation shall be a President, a Vice-President, an Executive Director, a Treasurer, a Secretary, a Clerk, and such other officers as the Board of Directors may designate from time to time.

Section 4.2 Election of Officers. The Board of Directors shall elect the officers other than the Executive Director.

Section 4.3 Term of Office, Removal and Vacancies. Each officer of the Corporation shall hold office until his or her successor has been elected at the annual meeting and qualified or until his or her earlier death, resignation or lawful removal. Any officer may be removed at any time, with or without cause, by the Board of Directors. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4.4 President and Vice-President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board of Directors, the President shall be responsible for the general management of the activities and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are implemented. The

Vice-President shall perform the duties of the President in the absence of the President.

Section 4.5 Executive Director. The Executive Director shall be the chief operating officer of the Corporation and, subject to the supervision by the President and the Board of Directors, shall have general and active management of the business of the Corporation. He or she serves subject to such terms and conditions as the Board of Directors and the President may determine.

Section 4.6 Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation. The Treasurer shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation and shall see that all moneys and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall see that funds of the Corporation are disbursed as may be ordered by the Board of Directors, and shall see that the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, are rendered an accounting of all transactions and of the financial condition of the Corporation.

ARTICLE V

FISCAL MATTERS

Section 5.1 Borrowing, etc. No officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolution of the Board of Directors. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 5.2 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks, wire transfers and applications for electronic transfers signed by such one or more officers or employees as the Board shall from time to time determine.

Section 5.3 Contributions. The Corporation shall have power to accept contributions of cash or property from public bodies, corporations, individuals, foundations, trusts and others for one or more of its charitable and educational purposes and limited in any manner consistent therewith provided by the donor or by the court having jurisdiction of the trust from which such contribution is made.

Section 5.4 Investments. All funds available for investment may be invested in such securities or other assets as the Board of Directors, or the Corporation's duly authorized officers, may direct. The Corporation shall have power to rent, lease, loan, sell or otherwise dispose of any or all of the property of the Corporation, invest or reinvest the proceeds received from the sale or disposition in other property or securities, real, personal and mixed and repeat the exercise of the powers as occasion therefor may arise, and may execute any and all leases, deeds or other instruments necessary or proper in the management of the funds and property of the Corporation.

Section 5.5 Execution of Documents. Unless the Board of Directors or the Executive Committee shall otherwise generally or in any specific instance provide, (i) any bill, note, check or negotiable instrument may be executed or endorsed in the name and on behalf of the Corporation by the President, Executive Director, or the Treasurer, acting singly, and (ii) any other instruments, documents, deeds, contracts, bills of sale and other writings of whatever nature may be executed in the name and on behalf of the Corporation by the President or the Treasurer, acting singly, who is also authorized to sell, transfer, acknowledge and deliver the same.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact

that he 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, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him 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 he 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 interests 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 such 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. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.1 Loans. No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until the repayment thereof.

Section 7.2 Conflicts of Interest. A "conflict-of-interest transaction" is not voidable or grounds for imposing liability on a director or officer if the transaction was fair at the time

it was entered into or is approved as provided by the Act, which approval may be given only if the transaction is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. A "conflict-of-interest transaction" is a transaction in which a director or officer of the Corporation has a direct or indirect financial interest. A director or officer has an indirect financial interest if:

- A. another entity in which the director or officer has a material interest or 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.

Each officer and director shall notify the Board of Directors if he or she has a voting interest or an equity interest in, or serves as an officer, director, general partner, supervisor or manager of, any business in which the Corporation proposes to invest or coinvest, to which the Corporation proposes to lend money, or with which the Corporation proposes to contract.

Section 7.3 Confidentiality Policy. Directors shall adhere to IRW's Confidentiality Policy. A copy of which is appended. Directors are asked upon their election to indicate their understanding and agreement to abide by the requirements as outlined in the policy.

ARTICLE VIII

FISCAL YEAR

The Fiscal Year of the Corporation shall be the calendar year.

ARTICLE IX

CONDUCT OF MEETINGS

The current edition of Robert's Rules of Order shall be the final source of authority for all questions of parliamentary procedure, provided that such rules are not inconsistent with these ByLaws and the laws of the State of Maine.

ARTICLE X

AMENDMENTS

Any provision of the Bylaws of the Corporation may be amended, altered or repealed by a twothirds (2/3rds) vote of the directors present at any regular or special meeting at which a quorum is established, provided prior notice containing a summary of the proposed amendment, alteration or repeal is sent, by mail or otherwise (including email) to the directors at least fourteen (14) days prior to the meeting.

Amended 10/2022

Amended 02/2024