



Bylaws, Incorporating provisions of the Constitution

ARTICLE I

NAME, PURPOSE, AND LOCATION

The Name of this organization is United Midcoast Charities, Inc. (the “Corporation” or “UMC”). Its location is 87 Elm Street, Suite #205, Camden, Maine 04843. United Midcoast Charities was established in 1942. United Midcoast Charities is an established corporation within the laws of the State of Maine and a certified nonprofit 501(c)(3) under the federal tax code.

The Purpose: The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in particular to address the needs of nonprofit organizations serving Knox and Waldo counties by financially supporting and guiding the efforts of nonprofit agencies. UMC’s focus areas are food, housing, health & safety, and economic security.

Investments, Dissolution, Lobbying Activities:

1. **Investments:** The Corporation shall have the right to obtain and retain all or any part of any funds acquired by it and to invest and reinvest any funds, securities or property acquired by it provided, however, that no action would result in the denial or loss of tax-exempt status under Section 501(c)(3) or any other section of the Internal Revenue Code and applicable regulations relating thereto as they now exist or as they may be hereafter amended (the “Code”). Contributions made to UMC which are restricted will be honored as required by governing law. No funds shall be used for functions that are foreign to the charitable purposes of this corporation.
2. No part of the net earnings or assets of the Corporation shall inure to the benefit of any Director or Officer, or any private member or individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation .
3. **Dissolution:** Upon the dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts and liabilities have been satisfied, shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
4. **Lobbying Activities/Advocacy:** No substantial part of the activities of the organization shall include carrying on propaganda or otherwise attempting to influence legislation. The organization shall not participate in or intervene in (including by publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE II
ELECTION AND TERM OF OFFICE FOR OFFICERS AND DIRECTORS

1. **Powers:** The business affairs of the Corporation shall be conducted and managed by its Board of Directors, which shall exercise all the power of the Corporation. The Board of Directors may, by general resolution, delegate to committees and Officers such powers as it sees fit. The Board of Directors has the power to create or disband any committee as it deems necessary.

2. **Election and Composition of the Board of Directors:** The Board of Directors shall be comprised of not less than seven (7) and not more than eighteen (18) members. During each Annual Meeting of the UMC Board of Directors the Nominating Committee shall propose individuals to serve in the capacities of Officers and Directors to serve on the Board of Directors. At the Annual Meeting, proposed nominees shall be voted on by the Board of Directors. These newly elected individuals shall begin their term at the close of that meeting.

3. **Officers:** The Officers of United Midcoast Charities shall be:
President
Vice President
Treasurer
Secretary

4. **Terms of Office for Directors:** Directors may be elected for up to three (3) [consecutive] renewable terms of three (3) years. Directors shall be elected during the Annual Meeting and shall hold office, in accordance with the UMC Bylaws or, in the case of an unfulfilled term of office, until their successors have been elected or until death, resignation or removal. Mid-term non-officer vacancies: Any new UMC Board member elected to fulfill the term of office of a departed Board member will be eligible for two (2) full terms of office following fulfillment of the completion of the term of the departed member, whose term of office he/she has been elected/appointed to fill. Terms of office will be staggered in groups of six (6), so that in any given year no more than six (6) Board Members shall be elected for three (3)-year terms. Notwithstanding the foregoing, a Director who has completed three terms and would otherwise be term limited may remain on the Board to complete the duration of any Officer term to which she has been elected.

5. **Term of Office for Officers:** Officers may be elected for up to two (2) consecutive two-year terms of office. Officers shall be elected at each UMC Annual Meeting and shall hold office, in accordance with the UMC Bylaws or, in the case of an unfulfilled term of office, until their successors have been elected or until death, resignation or removal. An Officer may be elected to another Officer position. Terms will be staggered, so that in any given year no more than two (2) Officers shall be elected.

6. **Resignation:** Any Director may resign at any time by giving written notice to the President of the Board of Directors.

7. **Removal:** A Director or Officer may be removed if, in the sole discretion of the Board of Directors, such removal would be in the best interests of the Corporation. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as a reasonable opportunity to be present and to be heard at said meeting. An Officer may be removed from only his or her Officer position, or from both the Officer position and the Board. Notwithstanding the foregoing, a Director and Officer shall be automatically removed if s/he is or has been adjudged mentally incompetent.

ARTICLE III
BOARD OF DIRECTORS MEETINGS

1. **The Annual Meeting** of the Corporation shall be held at a time and place to be at the discretion of the President. The Secretary shall be responsible for ensuring that Notice of this meeting is issued to all UMC Board of Directors and Officers at least ten (10) business days before the meeting. Directors shall meet for the purpose of electing Directors and Officers and for the transaction of other business.

2. **Special Meetings** of the Board of Directors may be held at any time upon the call of the President or at least one-third of the Directors. The Secretary shall be responsible for ensuring that Notice is issued at least ten (10) business days before the meeting. Special Meetings may be called by the President for the transaction of business, stating distinctly the object of the meeting. Any action taken at the meeting shall be confined to the objects as stated in the call for the meeting. Notice for the special meetings shall be given in the same manner as notice of the Annual Meeting. Fifty percent (50%) of the Directors shall be necessary and sufficient to constitute a Quorum of the Board of Directors for Special Meetings.

3. **Notice:**

Notice of all meetings of the Board of Directors shall be sent by mail or electronic means to each member of the Board of Directors no less than ten (10) business days before the date of each meeting. It shall be the responsibility of each Director to provide a current electronic mail and regular mail address to the Corporation.

4. **Quorum:**

At all meetings of the Board of Directors and Executive Committee, 50% of the Directors or committee members shall be necessary and sufficient to constitute a Quorum of the Board of Directors for the transaction of business. In case there is no Quorum present, those in attendance shall have the power to adjourn until a Quorum is present.

5. **Voting:**

Voting by the Board of Directors shall be by ayes and nays unless another method shall be declared by the President. At all meetings, a Quorum having been established, yea or nay vote shall be carried by a majority.

6. **Regular Meetings:**

The Board of Directors shall annually establish a schedule for regular meetings of the Board of Directors.

7. **Parliamentary Procedures:**

The Secretary will also act as Parliamentarian. Meetings of the Board of Directors shall be conducted in accordance with the most-recent edition of Robert's Rules of Order Newly Revised, but any rules pertaining to "small boards" shall apply.

8. **Informal Action by Directors ~ Circular Resolution:**

Any action which might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) three quarters (75%) of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or

his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors and committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail.

9. Teleconference Meetings:

Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting by these means constitutes presence in person at the meeting. Members of the Board of Directors, participating by teleconference shall be "with vote."

10. Executive Session: At any meeting of the Board of Directors, the President may enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the President, certain employees, shall be present. Executive Session may be called for discussion of sensitive or confidential issues such as but not limited to personnel, legal matters, or transaction negotiations. Any decisions made in Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting. The Secretary or his/her designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

11. Guests. Meetings of the Board of the Directors shall not be open to the public, although the Board may choose, in its sole discretion, to invite guests to all or portions of such meetings. Minutes of meetings shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public.

ARTICLE IV

DUTIES OF DIRECTORS, OFFICERS AND COMMITTEES

1. Rules: Record of Proceedings:

Each committee shall keep regular minutes of its proceedings and shall provide a summary report of same to the Board of Directors at each regularly scheduled Board of Directors meeting.

2 Executive Committee:

The Executive Committee consists of the President, Vice-President, Secretary, Treasurer, and Standing Committee Chairs. The Executive Committee is empowered to act for the Directors between meetings, with all actions subject to ratification at the next scheduled Board of Directors meeting. Notwithstanding the foregoing, the Executive Committee shall not have the authority to: (a) amend or repeal the Articles of Incorporation or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt or amend the Corporation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall annually nominate a proposed Slate of Committee Chairs. The proposed Slate of Committee Chairs shall be presented to the UMC Board at the next regularly scheduled Board of Directors meeting following the Annual Meeting. The Chair of each committee, together with the advice

and consent of the Executive Committee, will appoint members of the Board of Directors and members at large to serve on each committee.

3. President:

The President shall preside at all meetings of the organization and will enforce the organization's Bylaws. The President shall prepare the Agenda for each UMC Board of Directors meeting. The President shall be an ex officio (with vote) member of all standing and ad hoc committees. The President shall appoint the Chair of UMC Board-approved ad hoc committees. The President shall lead an annual performance evaluation of the Executive Director. The outcome of the performance evaluation shall be reported to the Executive Committee for approval and vote.

4. Vice-President:

The Vice-President shall assist the President in the discharge of the President's duties and, in the absence of the President, shall preside at UMC Board of Directors meetings. The Vice-President shall assume the position of the President should a vacancy occur in that position during the President's term of office. The Vice-President fills the remaining term of the President and then may serve in the position for one additional consecutive two-year term.

5. Secretary:

The Secretary shall ensure that a true and permanent record of all meetings of the Board of Directors is kept and the draft minutes of each immediate prior meeting are provided to the members of the Board of Directors in advance of the meeting. The Secretary shall have charge of all documents, reports and communications connected with the business of the organization and shall ensure that all UMC reports required by law, except those pertaining to the Treasurer, are filed in a timely manner.

6. Treasurer:

The Treasurer shall monitor the custody of all funds, property and securities of the organization, subject to such regulations as may be required by the Board of Directors. The Treasurer shall have responsibility for all documents and reports connected to the financial business of the organization. The Treasurer, with the Executive Director, shall have overall responsibility for the annual budgeting process. The Treasurer will ensure the filing of any financial report required by law. The Treasurer shall be responsible for establishing and managing processes to receive funds contributed to the organization (Gift Acceptance Policy). The Treasurer shall provide finance/investment reports at each regularly scheduled Board meeting. The Treasurer is the Chair of the Finance Committee.

7. Finance Committee: The Finance Committee's responsibilities are:

- To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations and ensure consistency between the budget and the organizations plans
- To report to the Board **ANY** financial irregularities, concerns, opportunities
- To recommend financial guidelines to the Board (such as the establishment of a reserve fund or obtain a line of credit for a specified amount)
- To oversee short- and long-term investments and monitor portfolios
- To work with staff and the Executive Committee to oversee and ensure either an annual Audit or Review of financial records. To advise the Executive Director and other appropriate staff on financial priorities and information systems, depending on committee member expertise
- To work with staff to design financial reports and ensure that reports are accurate and timely

- To assist in the design and implementation of investment and spending policies and an asset allocation strategy
- To conduct other associated activities as deemed necessary

8. **Grants Committee:**

The Grants Committee shall be responsible for receiving all requests for funds, determining their eligibility and qualifications, evaluating the requests and making final grant award recommendations to the Board of Directors.

The Grants Committee's responsibilities are:

- To oversee the grants process from application to award
- With Board members, to review and vet all grant applications, and submit written evaluations
- To administer the Urgent Needs Program and annually evaluate its effectiveness
- Along with Board members, to conduct site visits at agencies as due diligence
- To be present and fill out written evaluations for Agencies that are called to make presentations
- To follow UMC's grant guidelines, make recommendations on grant awards
- To facilitate discussions about the process and UMC's grantmaking priorities
- To conduct other associated activities as deemed necessary

9. **Development Committee:**

The Development Committee is responsible for overseeing the organization's overall fundraising and donor relations and, in particular, the fundraising done by the Board. To accomplish this, the Committee's responsibilities are:

- To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, earned income, etc.
- To work with fundraising staff in their efforts to raise money
- To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.
- To call meetings with donors to ask for advice, cultivate, and make an ask for a donation — often done in pairs and in conjunction with the ED
- To involve all Board Members in fundraising, such as having Board Members make telephone calls to ask for support
- To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective
- To assist Treasurer in design, review and implementation of the UMC Gift Acceptance Policy
- To conduct other associated activities as deemed necessary

10. **Communications Committee:**

The responsibilities of the Communications Committee are:

- To support fundraising efforts by helping to raise awareness about the organization and publicize events

- To apply its members' understanding of marketing and communications strategies to engage with relevant print publications, radio stations, and websites, including those serving social networks
- To help staff members effectively use web, print and other advertising, press releases, and social media to promote public awareness of UMC's mission and its importance to nonprofit organizations through the Midcoast
- To conduct other associated activities as deemed necessary

11. Nominating Committee:

The Nominating Committee is responsible for the recruitment and development of the Board, including the following responsibilities:

- To prepare priorities for Board composition
- To meet with prospective Board members and recommend candidates to the Board
- To recommend a slate of Officers to the Board
- To conduct orientation sessions for new Board members and to organize training sessions for the entire Board
- To suggest new, non-Board individuals for committee membership
- To oversee the administration of an annual non-Officer and Officer Board of Directors Self-Evaluation Questionnaire. Following administration and compilation of results, a report will be presented at the next regularly scheduled UMC Board of Directors meeting
- To conduct other associated activities as deemed necessary

**ARTICLE V
INDEMNIFICATION**

The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person

**ARTICLE VI
STAFFING**

Executive Director: The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the organization, maintain the properties of the Corporation and perform such additional duties as may be

directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ex-officio member (without vote) of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until resignation or removal by the Board of Directors upon an affirmative vote of two-thirds of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will. The President shall ensure the supervision of the Executive Director of the Corporation and shall lead an annual performance evaluation of the Executive Director. The Executive Director shall conduct an annual performance evaluation of all UMC staff. The outcomes of such performance evaluations shall be reported to the Board of Directors. The UMC Board-approved Executive Director's Job Description shall be annually reviewed by the Executive Committee with modifications, as relevant, recommended to the Board.

ARTICLE VII

Fiscal Year, Records, Bylaws, Conduct of Leadership, Authority to Obligate the UMC Board of Directors

1. **Fiscal Year:**

The fiscal year of UMC shall be from January 1 to December 31, or as otherwise determined by the UMC Board of Directors and evidenced by resolution filed with the organization's corporate records.

2. **Minutes and Transactions:**

United Midcoast Charities shall keep correct and complete books and records of account and its transactions and minutes of the proceedings of its Board of Directors and of any committee.

3. **Bylaws and Articles:**

The UMC Board of Directors shall have the power to make, alter, amend and repeal the Bylaws or the Articles of Incorporation of the organization by a vote of a majority of all Directors present at any regular or special meeting, provided that the Board of Directors shall have received written notice of the proposed Bylaws change at least ten (10) days prior to the date of the meeting. Written notice setting forth the proposed amendment and summary of the changes to be effected thereby shall be given to each Director.

4. **Conduct of Leadership:**

Officers and Directors are expected to perform their duties in an ethical and professional manner. This includes acknowledging and agreeing in writing to the Conflict of Interest, Harassment and Nondisclosure Policies. Confidential internal discussions among Officers and Directors are not to be shared outside the Board of Directors. Conduct of leadership and attendance criteria will be established by the Board of Directors.

5. **Authority to Obligate the Board of Directors:**

Only a vote of the full Board of Directors shall be sufficient to obligate the organization in any non-grant-related contract or agreement, the amount of which is greater than \$7,500.00. No committee or subcommittee shall have the authority to financially obligate the organization without the express approval of the full Board of Directors.

6. **Internal Controls:** The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

7. **Execution of Documents:** All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President, Treasurer or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

Revised as of: -----8/21/18----- (supersedes all previous versions)

By:-----UMC EC & Full BOD by unanimous vote-----

ATTACHMENT I

UNITED MIDCOAST CHARITIES

CRITERIA FOR ELIGIBILITY

Charities eligible to receive support from United Midcoast Charities should meet the following criteria:

1. To be considered a charity, the organization must have a current tax-exempt 501(c)(3) status or provide a fiscal sponsorship agreement and documentation of sponsor's 501(c)(3) status.
2. The charity should provide programming aimed at promoting the welfare of residents of Knox and Waldo counties within UMC's focus areas of food, housing, health and safety, and economic security. UMC's preference and history has been in funding projects or organizations whose main goal is to aid low income residents.
3. UMC will fund only organizations serving Knox and Waldo counties.
4. United Midcoast Charities will fund operational budgets and programming. We do not fund capital projects or endowments.

DEFINITIONS

Pertaining to the UMC Bylaws

Ad hoc Committee:

Committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective

Advocacy:

An activity that aims to influence decisions within political, economic, and social systems and institutions. The IRS advises tax-exempt organizations that their public advocacy activity must adhere to tax rules as well as campaign-finance laws.

Assets (of the organization):

In financial accounting, an asset is an economic resource. Anything tangible or intangible that can be owned or controlled to produce value and that is held by an organization to produce positive economic value is an **asset**.

At Will employee:

Maine is an “employment-at-will” state. This means that an employer may generally terminate an employee at any time and for any reason unless a law or contract/agreement provides otherwise.

Board of Directors Self Evaluation Tool:

Questionnaire to be completed by each member of the Board of Directors, the results of which will be compiled by the Nominating Committee and full report presented to the Board of Directors

Call (to meeting):

Notification (electronic or by regular mail) of upcoming meeting

Circular Resolution:

A mechanism that allows directors of a company to pass a resolution without an in-person meeting of the board of directors of the organization. Circular resolutions are commonly used for non-contentious and routine resolutions that need to be passed between board meetings. They should not be used for resolutions that require extensive presentations by management or discussion among directors. See also: Informal Action

Dissolution (of organization):

Dissolution is the last stage of liquidation, the process by which the organization (or part of the organization) is brought to an end, and the assets and property of the company redistributed

Earned Income:

Revenue generated from the sale of goods, services rendered, or work performed

Indemnification:

A contractual transfer of risk between two parties (UMC and the Board of Directors) to prevent loss or compensate for a loss which may occur as a result of a specified event.

Informal Action (by Board of Directors):

Action taken by a majority of the Board of Directors without an in-person meeting. Such action taken shall be valid with respect to any organizational matter as the action of the Board of Directors if, either before or after such action is taken, all members of the Board of Directors sign and file with the Secretary of UMC, for inclusion in the minutes of the meeting, a memorandum showing the nature of the action taken and their written consent to the Board acting informally with respect to such matter. Such written consent shall show whether or not such Director approves. See also: Circular Resolution.

Lobbying:

The intention of influencing decisions made by the government, by individuals, organized groups or organizations. Lobbying is a form of persuasion, or interest representation, which is attempting to influence the actions, policies, or decisions of officials. According to the IRS, "no organization may qualify for Section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). A 501(c)(3) organizations' lobbying activity may risk loss of tax-exempt status. Of note: In return for its favored tax-status, a charitable nonprofit promises the federal government that it will not engage in "political campaign activity" and if it does, IRS regulations mandate that the charitable nonprofit will lose its tax-exempt status.

Advocacy, as differentiated from lobbying, is focused on educating about a specific issue.

Of note: Advocacy is a permitted activity.

Minutes:

A written document that describes items discussed by the directors during a board meeting, including actions taken and resolutions passed.

Net Earnings (of organization):

What remains of an organization's earnings after all taxes and expenses have been subtracted.

Notice (of meeting):

A notification sent to the Board of Directors, informing them of a time, date, and location of a UMC meeting.

Parliamentarian:

An expert in rules of order and the proper procedures for the conduct of meetings of deliberative assemblies. The charge to the Parliamentarian is to assist the organization in the interpretation of bylaws and rules of order.

Quorum:

The minimum number of members of the Board of Directors or Committee that must be present at any of its meetings to make the proceedings of that meeting valid.

Resolution:

Written documentation describing an action authorized by the board of directors of an organization.

"Robert's Rules of Order":

A book that sets out the parliamentary rules organizations can adopt as a guide for establishing the conduct of the organization and the management of its meetings

Standing Committee

A permanent committee intended to consider all matters pertaining to a designated subject.

Term of Office:

The length of time a member of the Board of Directors serves in an elected office.

Termination (of employee):

An employee's departure from his/her job and the end of the employee's duration with an employer.