

**BY-LAWS OF THE
BRUNSWICK AREA STUDENT AID FUND**

**Adopted January 8, 2013
Amended January 16, 2019**

ARTICLE 1. NAME

The name of this Corporation is "The Brunswick Area Student Aid Fund".

ARTICLE 2. PURPOSES

Section 1. Scholarship

The primary purpose and design of this Corporation shall be to assist eligible students in obtaining post-secondary education, not only at four-year colleges or universities, but also at trade and technical schools, business colleges, junior colleges and other similar institutions. For purposes of this section, "eligible students" means persons who attended and graduated from or, by virtue of residency, could have graduated from, Brunswick or Mt. Ararat High Schools.

Section 2. Student Needs Assistance

The secondary purpose and design of this Corporation shall be to assist students who are attending elementary or secondary public schools in Brunswick or School Administrative District #75 who have medical and/or personal needs that interfere with their ability to be attend school and/or be productive students. Such "assistance" shall include but not be limited to obtaining eye-glasses, dental care, clothing, goods and services necessary for the recipient to participate fully in the curricular and extracurricular activities required of or recommended to the needy student by the schools' administrators, teachers or nursing or other support staff. The Board of Directors shall set aside in its annual budget a sum of money to be used at the discretion of the Student Needs Committee in accordance with Article 10 herein. The Corporation may expend money for student needs in excess of the budgeted sum to meet unusual and/or extraordinary needs that may not be deemed by the Student Needs Committee to be within the definition of "assistance", with the unanimous agreement of the President, Treasurer and Chair of the Finance Committee.

ARTICLE 3. MEMBERSHIP

The payment of dues of one dollar or more by any interested person residing in the towns of Bowdoin, Bowdoinham, Brunswick, Harpswell, and Topsham shall constitute the donor a member of the Corporation for the corporate year in which payment is made or for any designated year.

The payment of fifty dollars at any one time by any resident of the aforesaid towns shall constitute the donor a life member of the Corporation.

ARTICLE 4. ANNUAL MEETING

The annual meeting shall be held in the month of October of each year at a time and place indicated in the notice of the meeting. Notice of the annual meeting shall be given by the Secretary by regular mail or email to members at the last known mailing or email address of each member in the records of the Secretary, at least seven days before the meeting date. The notice shall state, the date, time and place of the meeting. The Secretary shall also, at least seven days prior thereto provide written notice to then current members by mail or email and publish a notice of the meeting in a newspaper having circulation in the Towns of Bowdoin, Bowdoinham, Brunswick, Harpswell, and Topsham.

At the annual meeting a majority of the sitting Directors who are also members shall constitute a quorum.

ARTICLE 5. SPECIAL MEETINGS

Special Meetings of the Corporation may be called in the discretion of the President, or by the Secretary upon the written request of at least seven members, any of whom may be Directors, to the Secretary, who shall provide the members with not less than three days advance notice in the same manner as the annual meeting.

ARTICLE 6. BOARD OF DIRECTORS

The Board of Directors shall consist of between twenty-five (25) and fifteen (15) members, two (2) of whom shall be Directors by virtue of their guidance positions, namely: the Brunswick High School and Mt. Ararat High School Directors of Guidance or their respective designees. In addition to the non-guidance members of the Board of Directors, the Superintendents of the Brunswick School District and MSAD #75 and the Principals of Brunswick High School and Mt. Ararat High School shall, by virtue of their positions, be ex-officio members of the Board.

Residency and Terms. Except as permitted by vote of the Directors set forth in the following paragraph the elected members of the Board of Directors shall: be residents of the towns of Bowdoin, Bowdoinham, Brunswick, Harpswell and Topsham; hold staggered terms; be elected at the appropriate annual meeting of the Corporation or a special meeting of the Corporation called for that purpose; be members of the Corporation; and hold their offices for three (3) years or until their successors are elected and qualified.

Non-resident Director. On a case by case, individual by individual, basis the Board of Directors, by a vote of not less than two-thirds of Directors in attendance at a duly held meeting of the Directors, may waive the residency requirement and permit a Director to remain on the Board, provided the Directors voting to waive the residency requirement make the following findings with respect to the proposed non-resident Director: the Director (a) met the residency requirement when originally elected to the Board; (b) has now, or has had in the past, a demonstrable and meaningful connection with either Mt, Ararat or Brunswick High School, e.g., being a graduate, having had children in either school, having taught in either school; (c) possesses expertise and skills that are important to the Corporation; (d) has been a consistent participant and contributor to the affairs of the Corporation and its purpose; and, (e) has a history

of regular attendance at Board and committee meetings.

Management. The Board of Directors shall manage the affairs of the Corporation and shall control the funds and property of the Corporation.

Committees. There shall be an Executive Committee composed of the President, Vice President, Treasurer and Secretary of the Corporation and at least one non-officer Director selected by the Board of Directors at the annual meeting. From its own membership, the Board of Directors shall appoint at its annual meeting a Finance Committee, a Scholarship Committee, a Development Committee and a committee on Students' Needs, together with such other committees as are deemed necessary from time to time for the effective accomplishment of the Corporation's purposes. The Board of Directors may, from time to time, appoint one or more members of the communities of Bowdoin, Bowdoinham, Brunswick, Harpswell, and Topsham to serve on one or more committees as non-voting members.

Mandatory Meetings. The Board of Directors shall hold at least two meetings each year, an annual meeting in the month of October immediately after the annual meeting of the Corporation, and a meeting in the month of May. .

Special Meetings. Special meetings of the Board of Directors may be called in the discretion of the President, or by the Secretary in response to the written request of at least seven directors. Notice and call for all special meetings shall be in writing and sent to each Director by mail at least three days before the meeting.

Notice and Call. Notice and call for the all regular and special meetings of the Directors shall be given by the Secretary by to the Directors by regular mail or email at least three days before such meeting.

Quorum. A majority of the elected and serving Directors shall constitute a quorum but a lesser number may adjourn from time to time.

Electronic Meetings. Provided there is no objection from three or more Directors within the Notice and Call period, the Board of Directors may hold "emergency" special meetings by electronic means, including but not limited to video conference, teleconference, and email polling. An electronic meeting must meet the requirements for a Special Meeting and Notice and Call, specified in these bylaws; and, where the Notice and Call has set out in clear and unambiguous detail the matter(s) to be before the Directors in such special meeting and to be voted on. In a video conference or teleconference a quorum will be determined by the number of participants in that conference. In the case of email polling, a quorum will be determined by the number of Directors having voted within twenty-four hours of the date-stamp on the polling email. In the case of a special meeting held by video conference or teleconference the secretary or a designee shall maintain minutes of such meeting. In the case of email polling the email record of the matters put to the Directors and the individual email votes and responses shall constitute the minutes of such meeting. For purposes of this section, (a) an "emergency" is any circumstance or action that the President, or Directors calling the meeting, believe in good faith to be critical to the existence, mission and/or purpose of the Corporation; and, (b) an objection to an electronic meeting shall be made to the person(s) calling the meeting and must be in writing and sent to the person(s) calling the special meeting by regular mail, postmarked within said period, or by email sent and date-stamped within said period.

Absence. Any Director who shall be absent without excuse from three (3) consecutive Mandatory Meetings shall be considered to have resigned. The President shall appoint a successor Director to fill the unexpired term of such Director.

ARTICLE 7. OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The President, Vice-President, Secretary, and Treasurer shall be members and Directors of the Corporation, shall be elected at the annual meeting of the Directors and shall hold their respective offices for one year and until their successors are elected and qualified in their stead.

ARTICLE 8. DUTIES OF OFFICERS

Section 1. President.

The President, Vice-President, and Secretary shall perform the usual duties of their positions for the Corporation and for the Board of Directors as required. The President, when present, shall preside at all meetings of the Corporation and the Board of Directors, and in his absence the Vice-President shall perform his duties.

Section 2. Vice-President.

In the absence of the President the Vice-President shall assume the duties of the President.

Section 3. Secretary.

The Secretary shall give notice of and shall attend the meetings of the Corporation and the Board of Directors, shall keep a record of all the proceedings of each, and shall notify all members of the Corporation and the Board of Directors of their election and of their assignment to committees. In the absence of the Treasurer, the Secretary has authority to sign checks and act on behalf of the Corporation in dealing with its investment advisors and investment accounts.

Section 4. Treasurer.

The Treasurer shall have the custody of the monies and securities belonging to the Corporation and shall receive all income, donations and bequests and shall hold the same in the name of the Corporation. He shall keep a full and correct account of all financial transactions and shall pay out no money or shall not part with any securities except by order of the Board of Directors, except as provided in these By-Laws. The Treasurer shall render at the annual meeting of the Corporation an itemized account of the receipts and disbursements for the previous year,

which account shall have been reviewed by the Independent Accountant. The Treasurer shall furnish bond with sureties in such sum as the Board of Directors requires, the cost of which bond shall be paid by the Corporation.

ARTICLE 9. INDEPENDENT ACCOUNTANT REVIEW

The Board of Directors shall annually appoint an Independent Certified Public Accountant who shall review the annual financial statements of the Corporation, and who shall issue (no later than the date of the annual meeting of the Board of Directors) an Accountants' Review Report thereon in accordance with standards issued by the American Institute of Certified Public Accountants.

ARTICLE 10. COMMITTEES

Section 1. Executive Committee.

The Executive Committee shall be chaired by the President or the Vice President in the absence of the President. The Executive Committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the affairs of the Corporation, except as otherwise provided by law, these Bylaws, or by resolution of the Board. The presence of a majority of members of the Executive Committee shall constitute a quorum, and the act of a majority of the members of the Executive Committee present at a meeting of the Committee at which a quorum is present, shall be the act of the Committee. The Executive Committee may meet in person, by telephone or by electronic means. The Executive Committee shall keep full and fair contemporaneous records of its proceedings and decisions. The minutes of the Executive Committee shall be in writing and shall be distributed to all members of the Board within ten (10) days of each meeting of the committee; and, such distribution may be by any appropriate means, including electronic mail, regular U.S. mail, private delivery service or in-hand delivery. All actions by the Executive Committee shall be reported to the Board at the next meeting of the Board following each and every meeting of the committee, and shall be subject to ratification by the Board. In the event of a vacancy on the Board, the Executive Committee may appoint a director to fill the vacant position of any non-officer Directors to serve until the next annual meeting of the Corporation.

Section 2. Finance Committee.

The Finance Committee shall monitor and authorize the investment of the funds of the Corporation and advise the Board of Directors as to the conduct of the financial affairs of the Corporation.

Section 3. Scholarship Committee.

Annually, the Scholarship Committee shall review all applications for scholarship aid and, based upon their relative financial need, award scholarships which in the aggregate shall not exceed the total amount of scholarship aid authorized by the Board of Directors for each award period. At each annual meeting, the Scholarship Committee shall give the Board of Directors an accounting and report of the scholarships awarded in the preceding award period together with a report of the methods and procedures used to award these scholarships. All activities and reports of the Scholarship Committee shall protect the confidentiality of scholarship applicants and their families.

Section 4. Students' Needs Committee.

The Committee on Students' Needs shall oversee the procedure for needs expenditures.

The Chairperson shall have the authority to process reasonable requests. An exceptional request must require approval of the full Committee.

Section 5. Development Committee.

The Development Committee shall develop and maintain a foundation for long term giving to build the endowment of the Corporation and to maintain the Corporation as a “public charity” as defined by the Internal Revenue Code.

ARTICLE 11. SEAL

The Corporation need not have a seal. If the Corporation chooses to have a seal, the seal of the Corporation shall bear the name of the Corporation and the year of its organization. All instruments under seal shall be executed by the President, Vice President or Treasurer in the name of the Corporation.

ARTICLE 12. LIMITATIONS

All contributions made to the Corporation shall be deductible as charitable contributions under Section 170 of the Internal Revenue Code of 1954, as amended, and the Corporation shall be exempt under Section 501(c)(3) of said Code and the sections ancillary thereto; and,

(1) No part of the assets of the Corporation, either principal or income, shall ever inure to the benefit of any private stockholder or individual, or any person which is not itself a charitable Corporation as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any of the Corporation's members or directors, either directly or indirectly, in the sense these words are used in Section 170(c) or Section 501(c)(3) of said Code; provided, however, any person meeting the corporation's objective criteria and requirements for the distributions of the corporation's income or the benefit thereof consistent with its purposes of granting scholarship aid; and the Corporation shall not engage in any prohibited transactions as defined in Section 503 of said Code, nor carry on any activity which disqualifies this Corporation from receiving charitable contributions under Section 170 of said Code.

(2) No part of the assets, either principal or income, other than in the normal course of business expenditures, shall be distributed to or applied for the use of any corporation trust, community chest, fund or foundation, a part or all of the net earnings of which inures to the benefit of any private stockholder or individual or a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

(3) If and when the Corporation is ever liquidated or dissolves all of its assets, real, personal and cash, it shall be distributed to such charitable or exempt corporations as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to the Federal government or to a state or local government (for a public purpose consistent with the Corporation's purpose) as the Members and Directors of the Corporation may determine.

(4) The Corporation shall not engage in any transactions described or defined as a "prohibited transaction" by Section 503(c)(3) of the Internal Revenue Code of 1954, as amended, nor shall the income of the Corporation be unreasonably accumulated or invested in such a manner as to jeopardize the carrying out of the purpose of the Corporation within the intention of

Section 504(a) of the Internal Revenue Code of 1954, as amended.

(5) The immediately preceding subparagraphs, numbered 1, 2, 3, and 4 may not be amended, modified or revoked, except as may be required in order that the Corporation be considered a tax exempt and charitable corporation under Section 501(c)(3), et seq. and Section 170(c) of the Internal Revenue Code of 1954, as amended, and any such amendments for the purpose of maintaining said tax exempt status are to be retroactive to the initial date hereof.

ARTICLE 13. INDEMNIFICATION

(1) The Corporation shall in all cases 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 director or officer 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 amount paid in settlement actually and reasonably 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 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.

(2) *Indemnify against expenses.* Any provision of subsections 1 or 3 to the contrary notwithstanding, to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith. The right to indemnification granted by this subsection 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 he was successful on the merits or otherwise.

(3) *Indemnity made by Corporation.* Any indemnification under subsection 1, unless ordered by a court or required by the By-Laws, 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 he has met the applicable standard of conduct set forth in subsection 1. Such 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 the officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or

actual subsequent action by the Board of Directors.

(4) *Expenses incurred in civil or criminal action.* Expenses incurred in defending in a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided in subsection 3 upon receipt of an undertaking by or on behalf of the director or officer to prepay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(5) *Provisions of indemnification.* The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of disinterested directors or otherwise, both as to action in his 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, personal representatives and administrators of such a person. A right to indemnification required by the By-Laws 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.

(6) *Power to purchase and maintain insurance.* Upon vote of a majority of the Board of Directors, the Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer 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 any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this section.

ARTICLE 14. AMENDMENTS

These bylaws may be amended by a vote of a majority the Directors of the Corporation present at any regular meeting or special meeting of the Directors, provided the text of the proposed amendment(s) is enclosed with the notice of the such meeting and there is a quorum present.