BYLAWS

WEST EDEN VILLAGE IMPROVEMENT SOCIETY

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Maine and the Articles of Incorporation of West Eden Village Improvement Society. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Maine, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation shall be "West Eden Village Improvement Society". Notwithstanding the name chartered in 1898, the organization shall also use "Town Hill Village Improvement Society", do business under either name and shall herein be referred to herein as "Corporation" or "VIS".

ARTICLE 2 – PURPOSE

The general purposes for which this Corporation has been established are that of a community organization, whose primary objective is to maintain and conserve community gathering places, open spaces and buildings that serve the village of Town Hill and surrounding community in a quasi-municipal capacity. The VIS meets this objective by maintaining the historic structures of the schoolhouse on Route 102, meeting house on Crooked Road, conserving and managing Mountain View Cemetery as well as the playground and ball field adjacent the schoolhouse. The organization works in partnership with the Town of Bar Harbor as a cooperating agency where there is shared interest in places, buildings, and activities.

The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively within the Code .

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes, including but not limited to fund-raising, education and recreational activities. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Maine and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The principal office of the Corporation shall be located at 1328 Highway 102, Bar Harbor , Maine 04609. The Corporation may have other such offices or mailing addresses as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – MEMBERSHIP

General Membership

Eligibility

Membership in the VIS is open to those who are at least 16 years of age who live or conduct business in Town Hill. Residents shall have a minimum residency in the village of three (3) years and business owners shall have conducted business for five (5) years in Town Hill. "Town Hill" is defined as the western part of the Town of Bar Harbor, and as follows:

- north of Maine Route 3 from Kings Creek to Thompson Island;
- Knox Road west of Knox Road to Mount Desert Narrows and Western Bay, including all properties that are on dead-end roads that connect to Knox Road;
- Crooked Road from Norway Drive to Maine Route 102 and all dead-end or loop roads that connect to Crooked Road in that area;
- Maine Route 102 and all dead-end or loop roads that connect to Maine Route 102; and,
- all parts of Bar Harbor west of Maine Route 102

A map of the area is included as depicted on Appendix A.

Membership is open to those who express interest in and intend to support the VIS. Honorary membership may be granted for exemplary service or substantial donation to the VIS upon a majority vote of the Board, regardless of the eligibility requirements above.

Responsibilities

Members are expected to attend and participate in the meetings and functions sponsored by the VIS. Dues shall be established by the Board each year for individuals, families or businesses and are to be paid by the end of the calendar year each year.

Rights

Members are eligible to cast votes on matters the Board places before the membership for decision. Members who volunteer and assist with functions, participate in cleaning or repair of buildings and grounds shall be eligible for free use of the VIS Hall provided the date does not conflict with paying rentals and that the Hall is cleaned after that use. Those who have been active members for at least five years shall be eligible for a discounted burial plot in Mountain View Cemetery, the discount to be determined on a case-by-case basis by the Cemetery Committee. The Board may establish other incentives for members from time to time.

BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maine. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Corporation staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications
The Board shall have an odd number of members with as many as nine (9), but no fewer than five (5), Board members. The number of Board members may be increased beyond nine (9) members or decreased to less than five (5) members by the affirmative vote of a two-thirds majority of the serving Board of Directors. All Board members must meet the requirements for General Membership and be at least 21 years of age. The Board shall have the majority comprised of members qualify as residents of Town Hill, and in no case shall there be more than three officers whose sole qualification is that of a business owner. A Board member need not be a resident of the State of Maine.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation
The Board shall receive no compensation other than reimbursement for reasonable expenses.

Board Elections
The Nomination Committee shall present nominations for new and renewing Board members as detailed in Article 7. Recommendations from the Nomination Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by those Board members at a Board meeting at which a quorum is present.

Term of Board
All appointments to the Board shall be for a term of two (2) years.

Vacancies
A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

a) The death, resignation, or removal of any director;

b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 33% consecutive meetings of the Board of Directors, or a total of 33% meetings of the Board during any one calendar year;

c) An increase in the authorized number of directors; or

d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a two-thirds majority of the directors currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the Chair of the Board, the secretary of Corporation, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Maine is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by the President, with the limitation that the President may only appoint two Board members without approval of the Board in any two-year term. Appointment of others to the Board shall require a vote of the majority of directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

<u>Resignation</u>
Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

<u>Removal</u>
A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

<u>Meetings</u>
The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any quorum of regular Board members may call a special meeting of the Board with 7 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

<u>Minutes</u>
The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 21 business days after the close of each Board meeting.

<u>Quorum</u>
At each meeting of the Board of Directors or Board Committees, the presence of one-half of Officers, plus one Director shall constitute a quorum for the transaction of business. A quorum shall consist of 50% of the Board and include at least two officers and a director. In determining a quorum, the decimal portion of 50% of an odd number shall be ignored, so a quorum of five (5) would be three, of seven (7) would be four, etc. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting
Each Board member shall only have one vote.

Proxy
Board members shall not be allowed to vote by written proxy
Board Member Attendance
An elected Board Member who is absent from 33% of consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 33% of consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 – OFFICERS
Officers and Duties
The Board shall elect officers of the Corporation which shall include a President (Chair of the Board and), two Vice Presidents, a Secretary, a Treasurer, Meeting House Sexton, Cemetery Steward and other officers (Directors) as the Board may deem appropriate. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board or the President. Should Board members hold multiple offices, the number of Board members shall be determined by the number of people serving on the Board, not the offices. In addition to the duties in this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

In even-numbered years slated for elections, officers shall hold office until the date of the next election. In the event of no election on that date, they shall hold office until their successors are chosen.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed bylaws for regular appointments to such office.

President / Chair of the Board
It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President is always authorized to execute, in the name of the Corporation, contracts and other documents either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

Subject to limitations in Article 5, the President may appoint members to fill vacancies on the Board.

With respect to committees, the President shall be an *ex officio* member of all committees and appoint any necessary committees subject to the authority granted other officers in Article 7.

It shall be the responsibility of the Chair of the Board to set the agenda for monthly and annual meetings and, when present, to preside over all meetings of the Board of Directors.

First Vice President
In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the First Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Otherwise, the First Vice President shall assist the President in performance of duties and perform such tasks as assigned by the President; and, assist the Treasurer where needed and have authority to sign checks in his/her absence

The First Vice President shall chair the Finance Committee and give public notice of VIS and board meetings and other functions when required by these bylaws or as directed by the Board.

Second Vice President
The Second Vice President shall assist the secretary when needed and take minutes of Board meetings in his/her absence, engage in activities to recruit and develop membership involvement and oversee the management of the ball field and playground and serve as contact person in the community for those who seek to use those facilities.

The Second Vice President shall chair the Membership Committee and oversee maintaining the membership roll of the VIS and serve as primary contact for general membership to the Board.

Secretary
The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/ Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation and shall have custody of the seal (Article 13) and see that the seal of the Corporation, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer
It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall receive, deposit, disburse and account for all funds and be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation.

Meeting House Sexton
The Meeting House Sexton is responsible for ensuring that the meeting house is maintained for purposes required by the Board, has authority to represent the VIS in the conduct of conserving or operating the meeting house, assist the Treasurer in keeping accurate financial records of funds dedicated to maintenance and operation of the meeting house, oversee any activity involving the meeting house and, report to the Board on matters relating to the meeting house.

When directed by the Board or President, a Meeting House Committee may be established for the purpose of assisting the Sexton in work required for the managing or improving the building. The Sexton shall chair and appoint members of the Meeting House Committee.

Cemetery Steward
The Cemetery Steward has authority and responsibility for the sale and recording of burial plots in Mountain View Cemetery, shall execute deeds for burial plots and sign contracts relating to maintenance and operation of the cemetery as duly charged representative of the VIS. The Steward shall assist the Treasurer in keeping accurate financial records of cemetery funds including deposits for plot sales and expenses for operation and maintenance. The Steward shall maintain an accurate map of lots and oversee any activity in the cemetery. When directed by the Board or President, a Cemetery Committee may be established for the purpose of assisting the Steward in arranging for research or work maintaining the cemetery, including plantings and materials left as memorials for interred remains. The Steward shall chair and appoint two members of the Cemetery Committee. The Steward shall report to the Board on matters relating to the cemetery and make recommendations on matters relating to the cemetery.

Director(s)
Board members not listed above shall be designated as "Directors" and fulfill responsibilities spelled out by the Board on their appointments.

ARTICLE 7 – COMMITTEES

Standing Committees

The VIS shall maintain two permanent Standing Committees: Finance Committee and Nomination Committee.

Nomination Committee shall have a term of 90 days, consist of three to five members and be appointed by the Board of Directors in June of even-numbered years. They shall have the following responsibilities:

- consider potential candidates for Board membership;
- contact individuals to ascertain interest in serving on the Board;
- obtain information from the potential candidate pertinent to the office (e.g. skills, experience, etc.); and,
- provide their information and nominations to the Board in writing 30 days in advance of an election or prior to the end of their term, whichever comes first.

Finance Committee shall be chaired by the First Vice-President and have three members appointed by the President. They shall have the following responsibilities:

- oversee fund-raising activities and insure pledges or monies donated are deposited in VIS accounts and allocated as may have been stipulated by donors;
- preparing and recommending an Annual Budget to be submitted to the Board by October 10 of each year; and,
- reviewing the Treasurer's reports and conducting an audit comparing disbursements with the Annual Budget for the same period. The results of the audit are to be presented to the Board by December 31 of each year.
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Special Committees
The President may, within his/her discretion, or as requested by the Board appoint Special Committees to address concerns of the Board, advise and make recommendations to the Board. Each such committee shall consist of two (2) or more directors and may also include people who are not on the Board but whom the directors believe to be reliable and competent to serve at

the specific committee. The President or Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a simple majority of the directors then in office, provided that a quorum is present. However, no committee, regardless of Board resolution, may:

a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.

b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.

c) Fix compensation of the directors serving on the Board or on any committee.

d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

f) Appoint any other committees of the Board of Directors or their members.

g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

a) One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;

b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or

c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Loans
The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Maine Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest
The purpose of the "Conflict of Interest" policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable State and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors
None of the persons serving on the Board of Directors at any time may be "interested persons". An interested person is:

(1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and,
(2) any spouse or member of the household of any such person.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person. No person who serves as a Director may be engaged by the VIS as a full-time or part-time employee, independent contractor, or otherwise for twelve (12) months after they terminate their service on the Board.

Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest
After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest
In the event the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the arrangement in conformity with this determination.

<u>Procedures and Records</u>
All minutes of the Board Meetings, when applicable, shall contain the following information:

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

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

<u>Indemnification</u>
To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments
The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation notwithstanding any authority listed herein.

Unless otherwise specifically allowed in Article 6, determined by the Board of Directors or otherwise required by law, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Corporation, other corporate instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the Treasurer.

Loans and Contracts
No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract in the name of and on behalf of the Corporation except as stipulated in Article 6.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws
The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns
The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records
The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Reports
The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation, which shall contain the following information:

a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.

d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than $50,000 or indemnifications involving more than $10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 – FISCAL YEAR

The fiscal year for this Corporation shall end on November 30.

ARTICLE 12 – AMENDMENTS AND REVISONS

These bylaws may be adopted, amended, or repealed by the vote of a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws.

ARTICLE 13 – CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation or as detailed in Article 6. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible:

(i) the remainder of these bylaws shall be considered valid and operative, and,

(ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 15 – PARLIAMENTARY PROCEUDRE

Meetings of the General Membership and Board shall follow the parliamentary procedures of "Robert's Rules of Order" except, that in matters relating to the meeting house or cemetery, no action may be taken without an affirmative vote by the Meeting House Sexton on matters affecting the meeting house or Cemetery Steward on matters relating to the cemetery.

ARTICLE 16 – USE OF REAL PROPERTY

The Board shall develop and maintain policies for usage of buildings and property held by the Corporation within the guidelines relating to specific buildings and grounds below.

School House/VIS Hall

In general, this policy shall stipulate fees and conduct of those on the premises, as well as other guidance the Board finds relevant. In general, rental of the property should be an income source for the VIS to fund maintenance of the property and fulfill objectives of the VIS.

i. no materials, supplies, appliances, or activities shall be allowed in the any portion of the building which violates town, state, or federal standards. Oversight of this shall be responsibility of the President;

ii. any parties granted use of VIS property shall sign and return a rental agreement. The signatories must be adult (18 or older) and legally capable of signing as representative for the group;

iii. functions where alcoholic beverages are served shall comply with State and Town rules for permitting the serving of alcohol; and,

iv. the Board may waive or reduce fees for any charitable, or other non-profit group in the community or membership of the VIS.

Meeting House

Where the meeting house is a unique example of vernacular architecture and contains very specific memorial references to individuals and organizations, the primary consideration of future activities should be to preserve those connections and maintain the character of the building.

i. All conditions that apply to the schoolhouse rental (above) shall also apply to rentals of the meeting house;

ii. Use of the building shall be at the discretion of and under stipulations made by the Meeting House Sexton or a committee including the Sexton within the provisions of Articles 6 and 15.

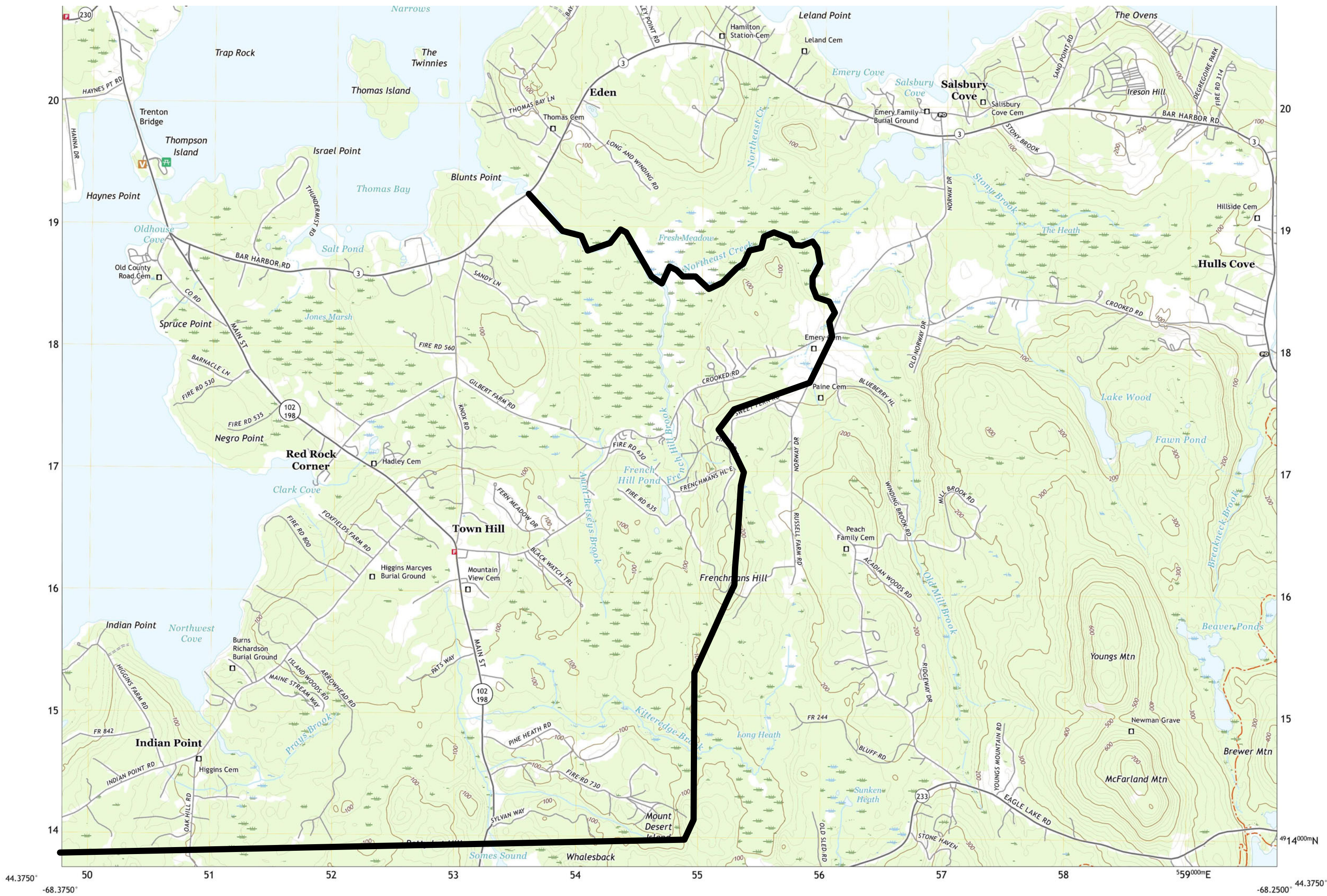
CERTIFICATE OF SECRETARY

I, ____________________________________, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on _________________, 2023, and that they have not been amended or modified since the above.

EXECUTED on this day of ____________________________, in the County of Hancock in the State of Maine.

____

(Duly Elected Secretary)



Produced by the United States Geological Survey

North American Datum of 1983 (NAD83)
World Geodetic System of 1984 (WGS84). Projection and 1 000-meter grid:Universal Transverse Mercator, Zone 19T

This map is not a legal document. Boundaries may be generalized for this map scale. Private lands within government reservations may not be shown. Obtain permission before entering private lands.

Imagery..........NAIP, August 2018
Roads..........U.S. Census Bureau, 2017
Names..........GNIS, 1980 - 2020
Hydrography..........National Hydrography Dataset, 1899 - 2019
Contours..........National Elevation Dataset, 2011 - 2019
Boundaries..........Multiple sources; see metadata file 2018 - 2019

Wetlands..........FWS National Wetlands Inventory 1991 - 2003

MN
GN
15°58´
284 MILS
0°29´
9 MILS

UTM GRID AND 2019 MAGNETIC NORTH DECLINATION AT CENTER OF SHEET

U.S. National Grid
100,000 - m Square ID
EK
Grid Zone Designation
19T

SCALE 1:24 000

KILOMETERS 1 0.5 0 1 2
METERS 1000 500 0 1000 2000
MILES 1 0.5 0 1
FEET 1000 0 1000 2000 3000 4000 5000 6000 7000 8000 9000 10000

CONTOUR INTERVAL 20 FEET
NORTH AMERICAN VERTICAL DATUM OF 1988

This map was produced to conform with the National Geospatial Program US Topo Product Standard.

MAINE
QUADRANGLE LOCATION

1	2	3
4		5
6	7	8

ADJOINING QUADRANGLES

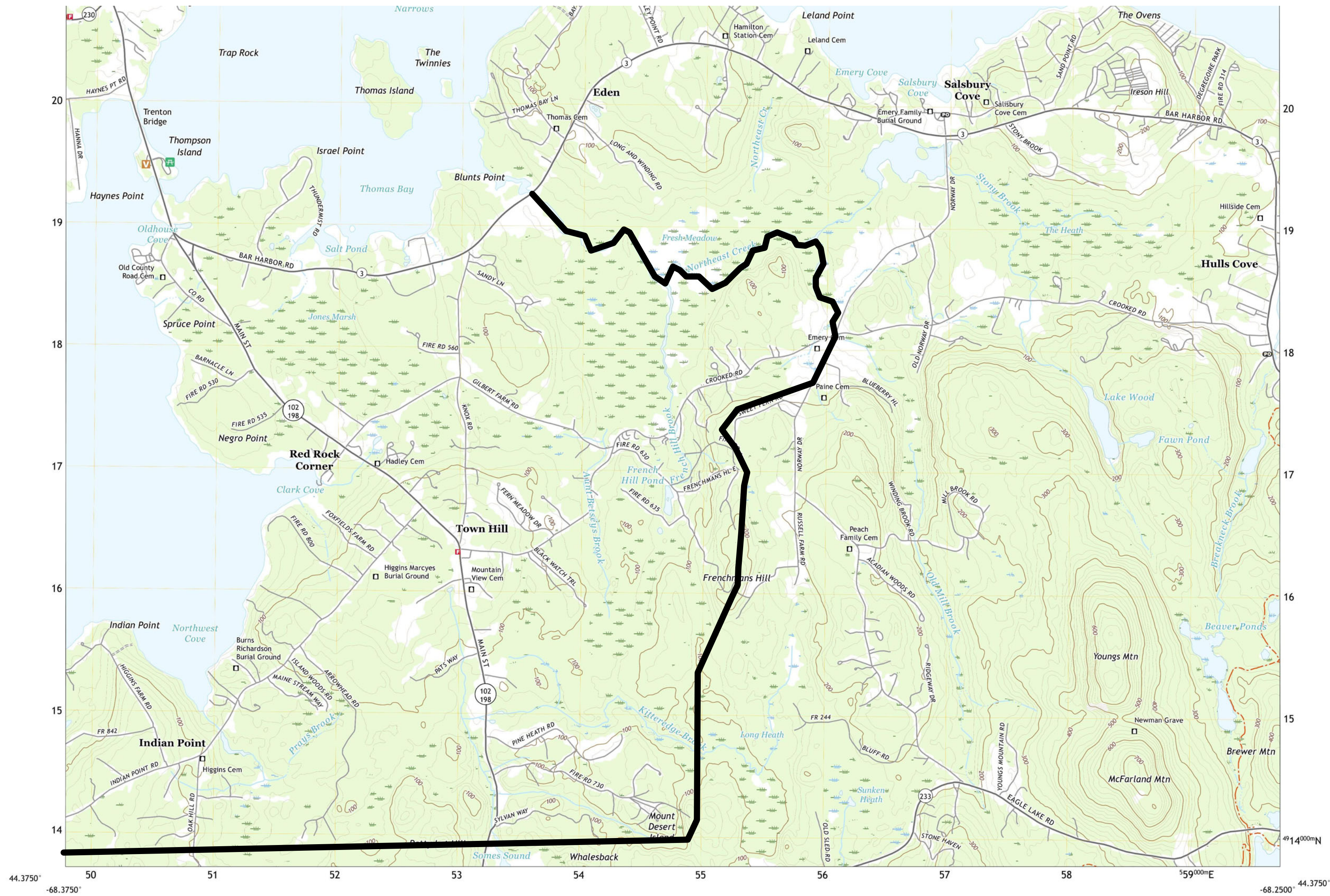
1 Ellsworth
2 Hancock
3 Sullivan
4 Newbury Neck
5 Bar Harbor
6 Bartlett Island
7 Southwest Harbor
8 Seal Harbor

ROAD CLASSIFICATION

Expressway
Secondary Hwy
Ramp
Local Connector
Local Road
4WD
Interstate Route
US Route
State Route

SALSBURY COVE, ME
2021

TOWN HILL VIS BYLAW EXHIBIT A:
"TOWN HILL"



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