

**BYLAWS OF THE
MAINE ALLIANCE FOR PUBLIC CHARTER SCHOOLS**

**ARTICLE I
Definitions**

When used in these Bylaws, the terms defined below shall have the meanings specified:

The "Alliance" or "Corporation" shall mean the Maine Alliance for Public Charter Schools, a Maine corporation.

The "Board" shall mean the board of directors of the Alliance, acting as its board of directors within the meaning of the Corporation Act.

The "Corporation Act" or the "Act" shall mean the Maine Nonprofit Corporation Act, Title 13-B of the Revised Maine Statutes Annotated, as then in effect.

The "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended, and reference to an "Internal Revenue Code Section" means the cited section of the Internal Revenue Code or any successor provision.

A "Member" of the Alliance shall mean a member, in good standing as described in Section 6.2 of these Bylaws.

The "Officers" shall be the President, Vice President, Treasurer and Secretary of the Alliance.

A "Participating Organization" shall mean a public charter school chartered under the laws of the State of Maine.

The "State" shall mean the State of Maine.

**ARTICLE II
Name**

The name of the Corporation shall be the "Maine Alliance for Public Charter Schools."

**ARTICLE III
Mission, Purposes, and Limitations**

SECTION 3.1 Mission. The mission of the Alliance is to promote and support educational opportunity for all students in the State delivered through public charter schools by promoting greater awareness of charter school benefits, missions, operations, and opportunities.

SECTION 3.2 Purposes. The purpose for which the Alliance is formed is exclusively as a public benefit corporation under the meaning of the Corporation Act. The Alliance is not organized for profit, as contemplated by Section 501(c)(3) of the Internal Revenue Code. The Alliance shall have

all the powers necessary to carry out the foregoing purposes and all of the powers of non-profit corporations organized under the laws of the State.

SECTION 3.3 Limitations. The Alliance's powers and authorized activities are restrained as identified herein:

- A. The Alliance shall neither have nor exercise any power, nor shall it engage in activities that would void its status as exempt from federal income taxation as an organization described in §501(c)(3) of the Internal Revenue Code.
- B. The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Officer or member of the Board, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.
- C. On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of §501(c)(3) of Code, and as the Board shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

ARTICLE IV BOARD OF DIRECTORS

SECTION 4.1 Board. The business of the Alliance shall be conducted by a board of directors of not less than five (5) and not more than nineteen (19) Members of the Association, consisting of the 4 Officers and up to fifteen (15) Members of the Alliance elected at large pursuant to this Article.

SECTION 4.2 Elections. The Officers shall be elected at large annually by the Board members of the Alliance. Unexpired terms may be filled in accordance with Article XI.

SECTION 4.3 Representation and Qualifications. The Board shall include at least 1 individual from each of the Participating Organizations in good standing, who is an employee, board member, or volunteer. The remaining members of the Board shall be a Standard Member.

SECTION 4.4 Resignation. Any member of the Board who is absent from three (3) consecutive entire Board meetings without explanatory communication acceptable to the President may be considered to have resigned and, upon approval by a majority vote of the Board present and voting at any regular meeting of the Board, such member's resignation shall be accepted.

ARTICLE V MEMBERSHIP

SECTION 5.1 Classification of Members. Members of the Alliance include the following categories:

- A. Participating Organization Members. Public charter schools organized under the laws of the State.
- B. Standard Members. Individuals who have applied for membership in the Alliance.
- C. Associate Members. Organizations who have applied for membership in the Alliance.

SECTION 5.2 Membership Acceptance. Membership shall be effective upon qualification within one of the membership categories above and upon payment of dues in accordance with Article VI. The Board shall have the exclusive power to determine the manner of qualification and the rights of Members and to make changes to the membership categories (including, but not limited to, the addition and deletion of membership categories).

SECTION 5.3 Application for Membership. Applications for membership in the Association shall be submitted to the Board. An application shall show the individual's or organization's name, mailing address, and any other information required by the Board. The Board shall determine the method of processing applications.

SECTION 5.4 Voting Rights. Membership in the Alliance does not entail voting rights.

SECTION 5.5 Business Meetings. An annual business meeting of the members of the Alliance shall be held at a time and place designated by the Board. Special meetings of the Members of the Alliance may be called by the President or the Board. Any meeting may be held within or without the state of Maine.

ARTICLE VI DUES AND FUNDS

SECTION 6.1 Amount of Dues. Participating Organization Members shall pay annual dues in the amount of \$2,500 plus a \$5 per student based upon its fall enrollment during each of the first two years of the Alliance and which shall be set by the Board subsequently. The dues for other Members and Associate Members shall be determined and fixed by the Board, from time to time.

SECTION 6.2 Payment of Dues. Dues shall be payable annually, semi-annually, quarterly, or monthly, in advance, as the Board may, from time to time, determine. Any Member who fails to pay the dues required within three (3) months after they have become due is terminated from membership and no longer in good standing. A Member dropped for non-payment of dues may be reinstated upon such terms as the Board shall determine. The Board may forgo the payment of dues of a Member for reasons of financial hardship and the like for such period as it may, from time to time, determine.

SECTION 6.3 Fiscal Year. The fiscal year of the Alliance shall be from January 1st through December 31st.

SECTION 6.4 Deposit and Withdrawal of Funds. All money of the Alliance shall be deposited in the name of the Maine Alliance for Public Charter Schools in such accounts and in such banks and

financial institutions or invested as the Board designates and may be withdrawn in accordance with procedures established by the Board.

ARTICLE VII Officers and their Duties

SECTION 7.1 President. The President is the Chief Executive Officer of the Alliance and presides at all meetings of the Alliance and of the Board. The President shall be responsible for communicating the policies and directives of the Board to other Officers of the Alliance, and Committee and Section Chairpersons.

SECTION 7.2 Vice President. The Vice President shall in the absence, vacancy, or incapacity of the President, perform the duties of the President. The Vice President shall also perform other duties that may be prescribed by the Board.

SECTION 7.3 Treasurer. Be directly responsible to the Board for the review and general oversight of the Alliance's financial affairs and perform other duties as the Board may prescribe.

SECTION 7.4 Secretary. Serve as Registered Agent of the Alliance, cause proper notice to be sent, and records to be maintained, of all meetings of the Alliance and the Board, and faithfully perform all duties required by statute.

ARTICLE VIII Executive Director Duties

The Board may appoint an Executive Director on terms the Board shall establish. If so appointed, the Executive Director shall:

- A. Be directly responsible to the Board for the administration and management of the Alliance subject to the policy directives, programs, and budgets adopted by the Board.
- B. Be responsible for the employment, termination of employment, determination of compensation and supervision of all staff and supporting personnel.
- C. Provide support to the Secretary.
- D. Coordinate the activities of, and provide appropriate staff support to committees of the Board.
- E. Prepare, at times designated by the Board, an annual budget for the next fiscal year, and such other reports as the Board may require.
- F. Be responsible for the receipt and disbursement of Alliance funds and the maintenance of accurate books of account except that the Board may require the Treasurer or other officer designated by the Board to countersign checks over a designated amount.
- G. Collect the membership dues and other obligations in favor of the Alliance and deposit or invest the receipts in a manner approved by the Board.

- H. Inform the Treasurer on a regular basis of all significant financial activities of the Alliance, and promptly provide all information requested by the Treasurer that may relate to the Alliance's financial affairs.
- I. Perform such other duties as the Board may prescribe.

ARTICLE IX
Board of Directors Meetings

SECTION 9.1 Place of Meeting. The Board may hold its meetings within or without the State of Maine at such places and at such times as it may determine. Meetings may be conducted virtually, telephonically, or in such other manners as adopted by the Board.

SECTION 9.2 Regular Meetings. Regular meetings of the Board may be attended by Members in good standing. The Board may, in its discretion, call an executive session at which only the Board shall be present.

SECTION 9.3 Special Meetings. Special meetings of the Board may be called by the President or any five (5) members of the Board.

SECTION 9.4 Notice of Regular and Special Meetings. Meetings of the Board may be held on not less than five (5) or more than thirty (30) days' notice to each member of the Board, either personally or by telephone, mail, or email. The notice need not state the purpose of the meeting or the business to be transacted. Notice may be waived in writing before or after the meeting. Attendance of a Board member at any meeting is a waiver of notice of the meeting unless the Board member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened..

SECTION 9.5 Quorum. One-half of Board members shall constitute a quorum. A simple majority vote of the members present shall be required to pass any action of the Board, except as limited by policy adopted by the Board.

SECTION 9.6 Executive Committee. The Board shall have an Executive Committee composed of the President, Vice President, Treasurer and Secretary. If appointed, the Executive Director or a designee, may be invited to meetings and may participate, but shall not have a vote. Three (3) members of the Executive Committee may take any action that the Board is authorized to take, as necessary between Board meetings except as specifically limited by the Board. Meetings of the Executive Committee shall be called by the President, or in his or her absence, another member of the Executive Committee. Any action taken by the Executive Committee shall be reported to the Board within fourteen (14) days of the meeting. When a meeting is called, the Board is to be informed of the date, place and time of the meeting.

ARTICLE X
Election of Officers and Board of Directors

SECTION 10.1 Nominating Committee. The Board shall establish a Nominating Committee each

year no later than October 1st.

SECTION 10.2 Slate. The Nominating Committee may present a slate of officers and Board members to be elected that year. As to such officers and Board members so nominated, in which no contest exists, they shall be deemed duly elected as of January 1st. Individual Board members may also nominate individuals to the Nominating Committee not later than November 15th, which may be submitted in writing or by email.

SECTION 10.3 Ballots. Whenever a contest exists, the Secretary or Executive Director shall cause ballots to be produced. Each ballot shall list alphabetically under each office only the contested candidates for which the ballot is prepared. No ballots other than the official ballots and no write-in votes will be counted.

SECTION 10.4 Distribution of Ballots. An appropriate contested ballot shall be mailed or sent electronically, at least fifteen (15) days before said first day of December to each Board member. Ballots may also be returned electronically. The Board may permit elections by electronic voting subject to such restrictions as are necessary to ensure compliance with these Bylaws.

SECTION 10.5 Counting Votes. Votes shall be counted in the manner set by the Board. The candidate receiving a plurality of the votes shall be declared the winner. When two or more candidates receive the same number of votes, the winner shall be determined by lottery.

SECTION 10.6 Uncontested Elections. When only one (1) eligible candidate has been nominated for an office or for membership on the Board, the candidate is automatically elected.

SECTION 10.7 Vacancies. If no eligible candidate is nominated for an office or Board membership to be filled or if there is no candidate by reason of death, declination or other cause, the Board shall fill the vacancy at its discretion, taking into consideration the input of the Nominating Committee, if any, except as otherwise provided herein.

ARTICLE XI

Terms, Vacancies and Succession of Officers and Board Members

SECTION 11.1 Terms. The term of each officer and Board member commences on January 1st of the year for which the Member is elected, and continues until December 31st of the year in which the Member's term expires, or until the Member's successor is elected and qualified.

SECTION 11.2 Vacancies. Vacancies in the Offices of the Alliance and the Board shall be filled by the Board. A person elected or appointed to fill a vacancy shall serve for the unexpired term.

ARTICLE XII

Committees

SECTION 12.1 Creation and Appointment. The Board may create or discontinue special and standing committees, which action shall become effective as specified by the Board. The numbers, qualifications, powers and duties of all committees shall be determined by the Board. The President shall nominate and the Board shall elect a chair and the members of each committee.

SECTION 12.2 Temporary Committees. The President may appoint temporary committees as needed.

SECTION 12.3 Policy Creation. No action of a committee establishes a policy of this Alliance unless it has been submitted to and approved by the Board.

SECTION 12.4 Nominating Committees. The President shall appoint a Nominating Committee consisting of three (3) Board members. The Nominating Committee members shall serve a one (1) year term. The Nominating Committee shall recruit Members as potential candidates for any open seat for the Board and any seats created by the inability of any Board member to fulfill his or her term of office. The Board may assign to the Nominating Committee such other duties as it deems necessary from time to time.

ARTICLE XIII Offices and Records

SECTION 13.1 Offices. The Alliance shall maintain an office at such place within or without the State as the Board may determine.

SECTION 13.2 Records. The Alliance shall also keep correct and complete books and records of account and minutes of the proceedings of its Members, Board and Committees having any of the authority of the Board.

ARTICLE XIV Amendments

The Bylaws of the Alliance may be amended in the following manner: The Board shall receive proposed amendments and submit them to a vote at a meeting of the Board. Written or printed notice, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each Board member entitled to vote at the meeting. The proposed amendment is adopted if it received two-thirds of the votes cast at the meeting. Proposals for amendments may be submitted by the Board on its own initiative or by half or more Board members in writing to the Board, provided such proposal is received by the Board in time to be included in the notice of the meeting at which it is to be considered.

ARTICLE XV Activities

SECTION 15.1 Prohibitions. The Alliance, the Board, committees or any other subdivision thereof, shall not engage in activities that contravene the mission and purposes of the Alliance as described in Article III. The Board may order any committee or other subdivision of the Alliance to cease any activity which violates this article.

SECTION 15.2 Standard. The standard for deciding whether any activity is permissible hereunder shall be:

- A. The activity must be or must support an activity that is, material and relevant to the delivery of education by public charter schools; and
- B. Must tend or must support an activity that tends, to promote public charter schools.

SECTION 15.3 Agents. In order to implement the permissible activities herein before any governmental body, the Board is authorized to appoint such agents as it deems appropriate from time to time.

ARTICLE XVI Miscellaneous

SECTION 16.1 Indemnity and Insurance. The corporation shall, in all cases, according to the terms of § 714 of the Corporation Act 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 the person is or was a Board member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that the person's action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's 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 the person's action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful. The corporation shall purchase and maintain adequate liability insurance to cover all persons entitled to indemnification under this provision.

SECTION 16.2 Maine Nonprofit Corporation Law. As to any matter not directly addressed in these Bylaws, the provisions of the Corporation Act, as it may be amended from time to time, shall control, provided that the applicable provisions of the Corporation Act are consistent with these Bylaws.