

**BY-LAWS
AND
CERTIFICATE OF ORGANIZATION
OF
MONHEGAN ASSOCIATES, Inc.**

Organized September 8, 1954



By-laws amended August 15, 2008

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**BY-LAWS
OF
MONHEGAN ASSOCIATES, INC.**

ARTICLE I. MANAGEMENT AND CONTROL

1. **The management and control** of this corporation shall be vested in a Board consisting of twelve Trustees, who shall be chosen in the manner hereinafter specified.
2. **This corporation shall be managed in general conformity with the purposes set forth in its Certificate of Organization**, making due allowance for the fact that during the long time that Monhegan has been settled, man has become such an important element in nature's balance there that some control measures may from time to time be deemed proper and desirable to maintain that balance or to prevent serious abuse of this corporation's property. It is to be understood, however, that an important objective of this corporation is to minimize, and make as unobtrusive as practicable, any control measures or artificial "improvements" in the substantially undeveloped portions of the island and its environs, and to see that any proposed control measures that might disturb nature's balances there are studied very carefully before adoption (because seemingly reasonable control measures have so often led to unforeseen disastrous results elsewhere). It is also intended to be understood that in order to make the best possible overall progress toward this corporation's objectives, it may from time to time actually prove advantageous and proper for this corporation, by way of compromise or otherwise, to depart in some respects, or with respect to certain properties, from rigid adherence to some of its aims.
3. **Special use of funds:** Pursuant to the purposes set forth in the Certificate of Organization, some of the funds of this corporation may properly be used to acquire and/or to remove or raze any buildings or structures that shall be deemed by the Board of Trustees to interfere with the advance of this corporation toward its objectives, provided that at least two-thirds of all of the Trustees then on the Board concur in judging that such use of the corporation's funds will not jeopardize its future activities and that such use of funds in the amounts required is the best use to which such funds can be put under the existing circumstances.
4. **The fiscal year** of this corporation shall extend from June 1 of one year to May 31 of the next following year.

ARTICLE II. MEMBERS

1. **There shall be two classes of members with voting powers**, namely, **Full Members** and **Edison Members**.
 - a. **Full Members** shall be the Incorporators, Trustees, and officers, and such other persons at least 18 years old as shall meet the following requirements, viz: (a) shall have owned at any time for at least two years at least one-eighth acre of land on, or within four miles of, Monhegan Island, or shall have similarly owned other equivalent real estate (for example, a sufficiently large fractional interest in a larger amount of such real estate, or a dwelling house there), or shall have been a Trustee or officer of this corporation, or shall be the wife, husband, son, daughter, son-in-law, or daughter-in-law of a person so qualified; (b) shall have resided or sojourned at Monhegan Plantation for a cumulative total period of at least two months; (c) shall make written application for such membership, which application shall contain the applicant's signed statement that the foregoing requirements are met and that the applicant is generally in sympathy with the purposes and objectives of this corporation; and (d) shall pay one year's dues to cover the current calendar year, and shall thereafter pay annual dues in accordance with the provisions of Section 5 of this article.
 - b. **Edison Members:** In order to recognize and honor Theodore Edison's far-sighted vision of nature conservation and his leading role in helping to establish Monhegan Associates, Inc. as a means to preserve Monhegan's 'wild-lands'; and in order to recognize and esteem other contributions to the Monhegan Associates' stated purposes of land conservation, there shall be a category of Full Members known as Edison Members, who shall be those persons (known to the Officers and Trustees of Monhegan Associates) who have given or sold land on Monhegan Island or its environs to Monhegan Associates or persons from whom Monhegan Associates has accepted a conservation easement on such land. Edison Members shall be Full Members for their lifetime and shall enjoy all the privileges and responsibilities of Full Members except that they shall not be liable for membership dues.

2. Associate Members: The Board of Trustees may, at its discretion, create a class of Associate Members, and/or other classes of members, the members of which classes shall meet such requirements, have such rights and privileges, and pay such dues and fees, as may be specified from time to time by the Board; provided, however, that none of the members of such classes have voting power.

3. Representative Members: Up to four organizations shall be selected, by vote of the Trustees, to serve as a source of Representative Members for Monhegan Associates, Inc. Such selection shall be made from among organizations such as The Nature Conservancy, Land Conservation Trusts, and/or Wildlife Preserves, and/or any other organization or organizations of at least recognized state-wide standing that shall have purposes substantially similar in character to those of Monhegan Associates, Inc. Each such duly selected organization may appoint one, two, or three Representative Members, and the names and addresses of such appointees shall be officially transmitted in writing to the Membership Chair of Monhegan Associates, Inc. If any organization thus granted the right to appoint Representative Members shall fail to appoint said members for more than a year, their rights will be forfeited and another organization appointed in their stead. It is expected that these Representatives will serve as liaisons with the Associates on topics of mutual interest. Representative Members shall be considered Associate Members for their tenure and shall enjoy all the privileges and responsibilities of Associate Members except that they shall not be liable for membership dues. A Full Member may be designated as a Representative Member, and during the time that he or she accepts such designation, he or she shall vote as a Full Member.

4. The annual dues of each Full Member shall be decided upon by a majority vote of the Trustees, which shall become payable at the beginning of each calendar year and shall be billed as of that time. If the dues of any member shall remain unpaid on May 1, a second notice of dues due shall be mailed to such member; and if such member's dues still remain unpaid on August 1, the membership of such member shall be cancelled. Any member who has allowed his or her membership to lapse may be reinstated as a member by paying the dues for the current year. No initiation fee or dues shall be required of Representative Members, or of the Incorporators, Trustees, or Officers of this Corporation. The Board of Trustees shall have the power to accept voluntary contributions of any kind for the purposes of this corporation from members and others.

5. The membership of any member may be suspended or terminated for cause by the affirmative vote of two-thirds of all of the Trustees then on the Board of Trustees, after due notice to such member, and, if a hearing is requested in writing by such member, after a hearing conducted according to such reasonable procedure as shall be prescribed by the Board.

ARTICLE III. MEETINGS OF MEMBERS

1. The annual meeting of members shall be held each year in the evening on the third Friday in August at such time and place on Monhegan Island as shall be designated by the Board of Trustees. In the election of Trustees and in votes on other duly announced subjects covered by official ballots distributed in ample time to permit members to use them in voting, the Inspectors of Election shall close the polls and start opening voting envelopes and counting votes at 4:00 P. M. on the day of the annual meeting. Prior to that time, voting envelopes shall remain unopened, to permit ballots to be changed or revoked. In the case of a special meeting, the counting process shall be similarly started three hours prior to the time set for the meeting. For quorum and other purposes, votes thus taken in connection with a meeting shall be considered to be votes taken at the meeting. (See Section 13.)

2. The order of business at the annual meeting of members shall be as follows:

- (a) Calling of the meeting to order
- (b) Proof of notice of meeting
- (c) Determination of presence of a quorum by Inspectors of Election
- (d) Reading of minutes of previous annual (and special) meeting(s)
- (e) Reports of officers
- (f) Reports of committees
- (g) Old business
- (h) New business
- (i) Announcement of election results

The presiding officer may depart from the foregoing order of business, subject to the approval of a majority of the qualified voters present in person.

3. **Special meetings of members** may be called at any time by the President or any four Trustees; or, at the request of any fifteen members having voting power, by any principal officer. Business transacted at any special meeting shall be confined to subjects stated in the notice of that meeting.

4. **Notice** of the time and place of any annual or special meeting of members, or of the reconvening of any adjourned meeting of members, shall be given by mailing a written or printed notice of such meeting to each member entitled to vote at such meeting, addressed to the latest address for such member appearing on the official membership list of this corporation. For the **annual meeting**, such notice shall be mailed not less than four nor more than seven weeks prior to the meeting; and for a **special or adjourned** meeting, such notice shall be mailed not less than two nor more than five weeks prior to the meeting.

5. **A quorum** at any annual or special meeting of members shall consist of twenty-five per cent of the Full Members, any of whom may be present either in person or by proxy; except as may be otherwise required by law or the Certificate of Organization or other provisions of these By-laws. (See end of Section 1.)

6. **If a quorum be not present** at any properly called meeting of members, the meeting may be adjourned by those present; and if proper notice of the reconvening of such adjourned meeting is sent to all members entitled to vote thereat, containing (a) a statement of purpose of the meeting and (b) a statement that the meeting previously failed for lack of a quorum and that under the provisions of this paragraph it is proposed to hold the adjourned meeting with a quorum of those present, then at such adjourned meeting, except as may be otherwise required by law or the Certificate of Organization or by other provisions of these By-laws, any number of members entitled to vote thereat, represented in person or by proxy, shall constitute a quorum, and a majority vote of those members voting in person or by proxy at such meeting shall be sufficient to transact business.

7. **“Announcements:”** At any meeting of members, if a question that has not been included in the notice of the meeting comes up for vote, any five members with voting power may demand an “announcement” of the question, whereupon a vote on the question shall be deferred to the next meeting of members (annual, special, or adjourned), the notice of which meeting shall contain a statement of the question to be voted upon.

8. **In all voting**, each Full Member shall have one equal vote, **except** where otherwise required by law or the Certificate of Organization or other provisions of these By-laws. The votes of Full Members may be cast through the use of appropriate ballots, mailed in official voting envelopes or otherwise delivered to the Inspectors of Election, in accordance with the provisions of Section 1. Subject to the provisions of Section 7, voting on minor matters may be carried out by voice votes or showings of hands. Members entitled to vote at any meeting shall be the Full Members of record at 10:00 A. M. on the twenty-first day prior to the meeting.

9. **Selection of candidates for election as Trustee:** A Nominating Committee, the names of whose nominees shall be placed upon the ballot, shall be appointed by the Board of Trustees in accordance with the provisions of Article IV, Section 6. Subject to the limitation in the next section hereof, **the Nominating Committee shall nominate** at least four persons for election as Trustee of this corporation. At least twelve weeks before the annual meeting of members, the Secretary shall mail notices to all members announcing the nominations of the Nominating Committee and the report of the Nominating Committee shall be in the hands of the Secretary in ample time to permit such posting. **Any person** not so nominated **may** (subject to said limitation) **have his or her name placed on the ballot** as a candidate for election as Trustee by filing with the Secretary at least nine weeks before the annual meeting a petition requesting such action signed by at least ten members having voting power.

10. **Election of Trustees:** Appropriate initial steps shall be taken to establish a Board of twelve Trustees in such a way that the terms of four Trustees shall expire at the end of each of three successive annual meetings of the Board of Trustees. At each annual meeting after normal succession has been established, the members with voting power shall elect four Trustees, each of whom shall serve from the end of the annual meeting of the Board of Trustees in the calendar year of his or her election until the end of the annual meeting of the Board of Trustees in the third subsequent calendar year. In each such election, each member with voting power shall have four votes, which votes may all be cast for one candidate for Trustee or be distributed among two, three, or four of the candidates according to the choice of such member. Properly cast votes for persons not listed on the ballot shall be deemed valid. The four candidates who receive the greatest number of votes shall be deemed elected. No limit is set on the number of terms that a person may serve as Trustee, but no person shall serve as Trustee for more than two full terms in immediate succession. In the event an election is not held, Trustees' terms shall extend until their successors are qualified.

11. Vacancy: Any vacancy in the Board of Trustees arising from the death, resignation, or incapacity of a Trustee shall be filled, for the unexpired term of the vacating Trustee, at any annual meeting of members, or at any special meeting of members called for that purpose; by the members with voting power by means of an election clearly differentiated from the regular election of Trustees. Nominating procedures for special elections shall correspond as nearly as practical to those used for regular elections.

12. Inspectors of Election: Prior to each meeting of members at which an election is to be held or at which a referendum vote is to be taken, the President shall appoint three Inspectors of Election, whose duty it shall be to take charge of all proxies and ballots and determine that the proxies and ballots are proper and valid according to law and the conditions set forth in these By-laws. For this purpose, the Secretary shall make available to the Inspectors the latest list of members and such other data as they may need in the performance of their duties. In case one or more of the appointed Inspectors is absent or refuses to act, the presiding officer at such meeting of members may fill each vacancy thus created by appointing another Inspector.

13. Right to observe: Any person who is a candidate for election as Trustee, or who is a duly qualified representative of such candidate, and any member who is otherwise properly concerned with the outcome of an election of Trustees or of a referendum, shall have the right to be present and observe the operations of the Inspectors of Election as they decide questions relating to the qualifications of voters, the validity of proxies, and the acceptance and rejection of ballots, and as they count the votes.

ARTICLE IV. BOARD OF TRUSTEES

1. The Board of Trustees shall consist of twelve Trustees chosen in the manner specified in Article III hereof. In accordance with Article I hereof, the Board may exercise all such powers of this corporation and do all such lawful acts and things as are not by statute or by the Certificate of Organization or by these By-laws required to be done by the members.

2. Regular meetings of the Board of Trustees may be held at such times and places as the Board may designate, provided that an "annual meeting" shall be held as soon as practical after each annual meeting of members.

3. The **order of business** at the annual meeting of the Board of Trustees shall be as follows, unless a different order is approved by two-thirds of those Trustees present:

- (a) Calling of the meeting to order
- (b) Determination of presence of a quorum
- (c) Reading of minutes of previous Board meeting(s)
- (d) Reports of officers and committees (if not already covered in the annual meeting of members)
- (e) Old business
- (f) New business
- (g) Appointments to Nominating Committee, and to other committees (if any) where the appointing power is not delegated to the President
- (h) Election and swearing-in of officers, and taking of office by them

4. A special meeting of the Board may be called at any time by the President or, in his absence, by the Vice-President or any four Trustees. Notice of such special meeting shall be sent to each Trustee at least one week before the meeting unless a shorter time is approved by at least two-thirds of all of the Trustees then on the Board. Notice may be sent by letter, telegram, or e-mail, or be given personally or by telephone.

5. A quorum at any meeting of the Board shall consist of half of all of the Trustees then on the Board. (See Section 9 re tie-breaking votes.)

6. Committees: At its annual meeting, the Board of Trustees shall appoint a Nominating Committee of at least three persons, which committee shall serve until superseded by another duly appointed Nominating Committee. The Board may from time to time also appoint other standing and/or temporary committees, including an Executive Committee and an Auditing Committee, which committees the Board may invest with such powers of the Board, and make subject to such conditions, as the Board may see fit; provided, however, that no major powers of the Board shall be delegated to any such committee without the approval of at least two-thirds of all of the Trustees then

on the Board. Except for the Nominating Committee and the Executive Committee, the Board may delegate to the President the power to make appointments to committees.

7. **Compensation:** No part of the net earnings of the corporation shall be used to benefit any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in carrying out one or more of its purposes), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

8. **Expenses,** if any, of attendance at any meetings of the Board or of its committees, may be allowed in whole or in part by vote of the Board.

9. **Officers may attend meetings:** The officers of this corporation shall be free to attend all meetings of the Board of Trustees, and shall receive notices of such meetings. Officers who are not Trustees shall not vote at meetings of the Board, provided, however, that in the event of a tie vote among the Trustees, the presiding officer may cast a tie-breaking vote whether a Trustee or not.

ARTICLE V. OFFICERS

1. The officers of this corporation, who may be, but (except as may be otherwise required by law) need not be, Trustees, shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected each year by the Board of Trustees as soon as practicable after the annual meeting of members. The Board may also appoint such other officers and agents as it shall deem necessary or expedient, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Except where obviously inappropriate, any officer may be elected or appointed to serve in more than one capacity. In addition to the duties respectively assigned to the officers in the following listing, each officer shall have the powers and duties that are normally incident to the office and/or that are properly assigned to the officer by the Board.

2. **Tenure of Office:** Each officer of this corporation shall assume office as soon as elected and shall hold office until his or her successor is chosen and qualified or his office abolished; provided, however, that any officer elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the affirmative vote of a majority of all of the Trustees then on the Board.

3. The President shall preside at the meetings of the members and of the Board of Trustees, shall sign all official papers, shall have general management of and supervision over the affairs of the corporation, shall have charge of the seal of the corporation, shall cause an annual audit of the books of the corporation to be made during the month of June unless such duty is assigned by the Board to an Auditing Committee, and shall make reports to the Board and to the members regarding financial and other matters.

4. The Vice-President shall perform the duties of the President during the absence or disability of the President.

5. The Secretary shall issue all notices of meetings of members and of the Board of Trustees, shall keep minutes of all meetings of the members and of the Board, and shall have charge of the books and records of the corporation (other than the books of account).

6. The Treasurer shall have custody of the funds, shall keep the books of account, shall make reports to the Board whenever requested by the President or the Board, shall see that the annual financial report is in the hands of the Secretary within three weeks after the close of the fiscal year, and shall sign all checks unless otherwise ordered by the Board.

7. In case of the absence or disability of any officer of this corporation and of any person properly authorized to act as an alternate, the Board may from time to time delegate the powers and duties of such officer to any person it may select.

8. A vacancy in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting.

9. **Bonding:** The Board of Trustees shall take out a blanket bond in such amount as the Board shall deem appropriate covering all of the officers and agents of this corporation.

ARTICLE VI. MISCELLANEOUS

1. Each officer and each Trustee of this corporation shall be indemnified by this corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been an officer or a Trustee of this corporation, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties as such officer or Trustee. Such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled under any by-law, agreement, vote of members, or otherwise.

2. These By-laws may be amended at any special meeting only by the affirmative votes, cast in a referendum ballot, of at least two-thirds of all of the Full Members; or at any annual meeting of members only by the affirmative votes, cast in a referendum ballot, of at least two-thirds of those Full Members who shall vote in the referendum; provided, in either case, that written or printed notice setting forth the proposed amendment and stating that it will be proposed for adoption at said meeting is mailed, at least sixty days before said meeting, to every member having voting power, such notices being respectively addressed to the latest addresses of such members as they shall appear on the official membership list of this corporation.

Except as may be otherwise required by law, procedures and numbers of votes required to effect (a) a change of any purpose set forth in the Certificate of Organization or By-laws or (b) any basic reorganization or voluntary dissolution of this corporation shall correspond exactly to those required to amend these By-laws; provided, however, that in the event of dissolution, the net assets of this corporation shall be distributed in such way as the Board of Trustees shall consider will best perpetuate the corporation's objectives as stated in the Certificate of Organization, including the preservation for posterity of Monhegan's "wild lands" and its "simple friendly way of life," within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and provided that no member shall derive personal profit from such dissolution.

Conformed Copy of the
**Certificate of Organization of
Monhegan Associates, Inc, State of Maine**

Certificate of Organization of a Corporation, under Chapter Fifty
of the Revised Statutes, and Amendments thereto

The officers of a corporation duly organized at Monhegan Plantation in Monhegan Plantation, State of Maine, on the eighth day of September, A. D. 1954, hereby certify as follows:

1. The name of said corporation is Monhegan Associates, Inc.
2. Monhegan Associates, Inc. is organized exclusively for charitable, educational and scientific purposes as defined under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as follows:
 - (a) To preserve for posterity the natural wild beauty, biotic communities, and desirable natural, artificial, and historic features of the so-called "wild-lands" portions of Monhegan Island, Maine, and its environs, as well as the simple, friendly way of life that has existed on Monhegan as a whole.
 - (b) To collect, collate, maintain, and preserve for posterity, records and archives respecting the flora, fauna, and human inhabitants and sojourners on said island, and to make the same publicly available for educational, literary, scientific, and historical research, study, and consultation.
 - (c) To take and hold by purchase, gift, devise, bequest, or otherwise, lands and other real property and personal property, to the extent permitted by statute; and to dispose thereof only for the purposes for which this corporation was organized.
 - (d) To pay voluntarily its fair share of the expenses of Monhegan Plantation, whether or not this corporation shall be legally exempt from taxation.
 - (e) To use for the charitable support of nature-conservation projects elsewhere, such of this corporation's funds and accumulated net income as may be judged by at least seven-ninths of this corporation's Trustees to be in excess of amounts that should be prudently held in connection with the other stated purposes of this corporation.
 - (f) To adopt and be governed by by-laws, not inconsistent with law or with the foregoing purposes; which by-laws shall provide for one or more classes of members, the members of which classes shall meet qualifications and requirements, pay such dues and fees, if any, and have such voting power per member, if any, as shall be specified in the including amendments thereto; and which by-laws may be amended only in the manner set forth in the original by-laws or in proper amendments thereto.
3. The life of this corporation shall be perpetual

The By-Laws of Monhegan Associates, Inc. were drawn up in 1954 and finalized in 1957. Subsequent amendments were adopted in 1959, 1972, 1991, 1994, 2004, and 2008, and are incorporated herein.

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