

**BYLAWS
OF
THE SUMMER RESIDENTS ASSOCIATION
OF THE TOWN OF MOUNT DESERT**

**ARTICLE I
MISSION**

Section I.1. The Mission of the SRA/TMD is to provide an effective means of communication between the summer residents and the Town Leadership on issues that concern the current and future well-being of the Town. The Board of Directors of the Corporation seeks to represent the views of the summer residents and to keep them informed of, and involved in, the Town planning process on current and future issues.

Section I.2. SRA/TMD seeks to be the timely and constructive voice of the summer residents with the Town government, working closely with the Town leaders to preserve and protect the unique character, culture, environment, and quality of life of the town, through both a voice and financial contributions to further the mission of the Summer Residents Association.

**ARTICLE II
MEMBERS**

Section II.1. Members. Any person who customarily resides in or visits the Town of Mount Desert but is not qualified to vote at Town Meeting shall upon payment of annual dues, be entitled to receive notice of and to vote at the annual meeting to elect directors. Membership shall cease at the close of the calendar year for which the annual dues payment has not been received.

Section II.2. Other Powers of Membership. For all other purposes the Board of Directors shall be deemed to constitute the members with full power to take action conferred upon members by applicable statute.

Section II.3. Annual Meeting of Members. There shall be an annual meeting of members for the election of directors which shall be held upon at least ten days written notice to the members. The notice shall state the place, day and hour of the meeting and shall be mailed by the secretary to each member at the summer address **or distributed by electronic means**. The meeting shall be held at a convenient place in the Town of Mount Desert on such day during the months of July or August as the directors shall specify. Members shall be entitled to one vote for directors. Voting shall be in person or by proxy, and the presence of twenty members entitled to vote for directors shall constitute a quorum.

**ARTICLE III
BOARD OF DIRECTORS**

Section III.1. Board of Directors. The Board of Directors shall have full power to conduct, manage and direct the corporation's business and affairs. The Board shall have the power to delegate specific powers to its President and to such committees as may be constituted by resolution of the Board.

Section III.2. Number and Term of Office. The Board of Directors shall consist of no fewer than three and no more than fifteen persons. At the annual meeting of members for the election of Directors the members shall elect directors for a term of three years as appropriate. No person may serve for more than two consecutive terms of three years each. However, a director may serve an additional year should he or she be serving in the role of president of the organization and have served only one year in that position. A director completing an

interim term shall not be deemed to have been elected to serve for a full term and shall be eligible to serve for two full successive terms. A person shall be eligible for reelection to the Board one year after completion of service of two full terms as director.

Section II.3. Nomination of Directors. The Board of Directors may appoint a nominating committee of two or more directors whose responsibility it shall be to submit to the members at the annual meeting a slate of directors. In the absence of a nominating committee, the Board shall propose the slate. Other nominations may be made by written petition addressed to the president and signed by twenty-five members entitled to vote for directors no later than June 30 next preceding the annual meeting for the election of directors. Subsequent nominations shall not be considered for election that year.

Section III.4. Meetings. Meetings of the Board of Directors shall be called by the secretary upon request by the president or by a simple majority of the Board. Written notice of each meeting shall be sent to each director at the winter or summer address as appropriate, or by electronic means at least five days before the meeting. A quorum shall consist of at least a majority of the directors for the transaction of business. The acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, the majority of directors present may adjourn the meeting from time to time until a quorum be present, and no notice of any adjourned meeting need be given, other than by announcement at the adjourned meeting. Action by the Board of Directors may be by telephone conference call or by electronic means. There shall be at least two meetings of the Board each year, at least one of which shall be in July and one in August of each year. One meeting shall be held following the Annual meeting for the election of directors and this meeting may be held in September in which case it shall be in addition to, and not in lieu of, the August meeting.

Section III.5. Vacancies. The Board of Directors shall have the power to fill board vacancies as they occur.

Section III.6. Executive Committee. There shall be an executive committee of the Board of directors. The president, the treasurer (regardless of membership on the Board) and at least one other director, who need not be an officer, shall constitute the executive committee. The committee shall have all the powers and authorities of the Board of Directors and may exercise those powers and authorities between meetings of the Board in such manner as the committee may approve, provided that the Board shall be notified of any Executive Committee action so taken within ten calendar days or by the next meeting of the Board, whichever comes first. Action by the executive committee may be by telephone conference call or by electronic means.

ARTICLE IV **OFFICERS**

Section IV.1. Officers. The officers, who shall each serve a term as a director, shall be elected annually by the directors. They shall consist of the president, vice president, secretary and treasurer.

Section IV.2. Duties of Officers. The president shall preside at all meetings at which he or she is present. Otherwise, the vice president shall preside. The president shall have general charge and supervision of the affairs of the corporation, but may delegate duties to other officers or Board members. The president shall keep the executive committee informed of all matters affecting the condition and affairs of the corporation. The secretary shall keep records of all the proceedings of the corporation and shall have custody of the minute book. The treasurer shall have charge of all funds and books of account of the corporation and member records; and shall make a report of the financial condition at the first meeting of the Board of directors to be held each

summer. The treasurer shall make a formal written report of the funds of the corporation at the annual meeting for the election of directors.

ARTICLE V **INDEMNIFICATION AND IMMUNITY**

Section V.1 Indemnification. The corporation shall indemnify each past or present officer and director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, of any nature whatsoever, by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent permitted by applicable statute and for this purpose the board of directors shall determine in each case whether the applicable standards in any such statute shall have been met. Such determination shall be made by independent legal counsel if the board of directors so directs or if the board is not empowered by statute to make such determination. Expenses incurred in defending a civil administrative or investigative action, suit or proceeding shall in all cases be authorized and paid by the corporation in advance of the final disposition of the action, suit or proceeding to the fullest extent permitted by applicable statute. The foregoing duty of indemnification shall not be deemed exclusive of any other right to which a person may be entitled in the nature of indemnity or otherwise.

Section V.2. Any person serving as a director or officer of the corporation shall be immune from civil liability for personal injury, death or property damage, including any monetary loss;

- a) When the cause of action sounds in negligence and arises from an act or omission by the director or officer which occurs within the course and scope of the director or officer's activities on behalf of the corporation; or
- b) Which arises from any act or omission, not personal to the director or officer, which occurs within the course and scope of the corporation's activities.

ARTICLE VI **MISCELLANEOUS**

Section VI. Pending a Board of Directors vote to dissolve the Association, the Board will designate a charitable organization or organizations in the Town of Mount Desert with tax exempt status under 501 (c) (3) of the Internal Revenue Code as amended to receive any property held by the Association.

ARTICLE VII **AMENDMENTS**

Section VII.1. Amendments. These bylaws may be amended by the affirmative vote of at least two-thirds of the directors who are present at any duly constituted director's meeting. A description of the amendment shall be included in the notice of the meeting, which may be sent by mail or electronic means, and the amendment shall be reported to the members at the annual meeting for the election of directors.