

BY-LAWS OF
NORTHEAST HISTORIC FILM

ARTICLE I

Name, Purposes, and Policy of Non-Discrimination

NAME Section 1. This Corporation shall be known as Northeast Historic Film (hereinafter referred to as the "Organization").

PURPOSES Section 2. The mission of Northeast Historic Film is to collect, preserve, and share moving images of interest to the people of northern New England. We secure the region's moving image heritage through archival storage of significant collections, while engaging the public in finding, using and enjoying audiovisual media.

POLICY OF NON-DISCRIMINATION Section 3. The Organization shall, in its policies and practices, comply with all applicable provisions of the Maine Human Rights Act. At a minimum, eligibility for election to the Board of Directors, for employed staff positions and for participation in programs shall be without discrimination on the basis of race, sex, color, religion or national origin.

ARTICLE II

Membership

GENERAL Section 1. The organization shall not have voting members, but the Board of Directors may create a support group of Sponsors, Donors, Patrons, Non-voting Members, or the like.

VOTING Section 2. All voting power shall be vested in the Board of Directors.

ARTICLE III

Management – Board of Directors

NUMBER AND TERMS Section 1. The management of this organization shall be vested in a Board of Directors of not less than 3 nor more than 15 persons, one third of whom shall be elected each year for a term of three (3) years, or until their successors have been elected and qualified. The Board shall select an Executive Director or an Interim Executive Director who may be a full voting member of the Board of Directors.

ELECTION	<u>Section 2.</u> The election of Directors shall be at the annual meeting of the Organization, at which the slate of Directors, prepared by the Committee on Board Membership and Nominations, shall be presented. Nominations from the floor may be made at the meeting provided written consent of the nominee has been obtained. If no names are added, the Clerk or Acting Clerk shall cast one ballot for the slate of Directors presented. If nominations are made from the floor, voting shall be by secret ballot.
POWERS	<u>Section 3.</u> The Board of Directors shall have and exercise all the powers necessary to carry out the work and policy of the Organization. No act, transaction or agreement shall be binding on the organization unless duly authorized by the Board of Directors. All contracts executed on behalf of the Organization shall be signed by the Executive Director or any other officer authorized by the Board of Directors.
VACANCIES	<u>Section 4.</u> The Board of Directors shall have power to fill, until the next annual meeting, all vacancies occurring in their number between annual elections.
RESIGNATION	<u>Section 5.</u> Resignations from the Board shall be in writing to the President and shall be effective upon receipt by the President or, in his or her absence, a Vice-President.
REMOVAL	<u>Section 6.</u> A Director may be removed with or without cause upon the vote of two thirds of the Directors present at a meeting having a quorum at the time of the vote.

ARTICLE IV

Officers

OFFICERS	<u>Section 1.</u> The Officers of the organization shall be elected from the Board of Directors and shall be a President, as many Vice-Presidents as the Board of Directors finds necessary, a Clerk, and a Treasurer.
ELECTION	<u>Section 2.</u> At the place of holding the annual meeting and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided that the organizational meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new Board. The Committee on Board Membership and Nominations shall present a slate of officers. Nominations may also be made by any Director. If no additional nominations have been made for an office, the Clerk or Acting Clerk shall cast one ballot for each nominee to that office. Voting for any contested office shall be by secret ballot. Nominations and elections shall take place one office at a time, in the following order: President, Vice-Presidents, Clerk, and Treasurer.
PRESIDENT	<u>Section 3.</u> The President shall preside at all meetings of the Organization and of the Board of Directors. The President shall, at the annual meeting of the Organization,

make full report of the year's work. The President shall appoint all standing committees of the Board and of the Organization and shall designate the chairmen thereof subject to the approval of the Board of Directors. The President shall be a member ex officio of all standing and ad hoc committees.

VICE-PRESIDENTS

Section 4. During the absence or disability of the President, the Vice-President shall perform all the duties of the President.

TREASURER

Section 5. The Treasurer shall review the Executive Director's accounting of all monies and report at meetings of the Board of Directors, and at other such times as required. The Treasurer shall utilize depositories as designated by the Board of Directors.

CLERK

Section 6. The Clerk shall keep a record of the minutes of all the meetings of the Organization and of the Board of Directors and shall attest same with his or her signature. The Clerk shall notify all officers of their election and all committee members of their appointment. The Clerk shall be the custodian of the minutes of all meetings and shall file a biennial report as required by the State of Maine.

ARTICLE V

Executive Director

POWERS AND DUTIES

The Executive Director shall be responsible for implementing the policies set by the Board of Directors in the day-to-day operation of the Organization. The Executive Director shall serve at the pleasure of the Board of Directors. The Executive Director may disburse funds for the daily operations of the organization subject to the policies and limitations established by the Board of Directors. If not already an elected member of the Board of Directors, the Executive Director will become a nonvoting ex officio member of the Board of Directors including all standing and ad hoc committees. If the Executive Director is an elected member of the Board of Directors he or she will be a non-voting ex officio member of any standing or ad hoc committees to which he or she has not already been appointed by the President. The termination by the Board of Directors, of the Executive Director's employment with the Organization, shall automatically terminate his or her non-voting ex officio membership on the Board of Directors including all standing and ad hoc committees. Termination as Executive Director will not affect his or her standing as a member of the Board of Directors including all appointments to standing and ad hoc committees, if the Executive Director is currently serving a term as a duly elected member of the Board of Directors. In the event of the termination of the Executive Director's employment with the Organization, the Board may act to fill the vacancy, or may select an Interim Executive Director pending the hiring of a new Executive Director.

ARTICLE V-A

Interim Executive Director

POWERS AND
DUTIES

Section 1. Powers and duties of an Interim Executive Director shall be those of the Executive Director, except for those powers and duties reserved by the Board of Directors or assigned to them by others. The Board of Directors may assign other powers and duties to an Interim Executive Director.

Section 2. Termination of an Interim Executive Director shall be as provided for the Executive Director.

ARTICLE VI

Meetings of the Board

ANNUAL MEETINGS

Section 1. The Annual meeting of the Organization shall be held in April or May of each year at such time and place as the Board shall determine. The purpose of this meeting shall be to provide the Board of the Organization the opportunity to review the work of the Organization, its employees and officers during the prior year, to offer recommendations and advice, and to express views as they may deem proper on matters of policy for later consideration by the Board; and to elect new Directors. Notice of the place, the day and the hour of such meeting shall be given by ordinary mail or hand-delivery, one week or more in advance.

REGULAR
MEETINGS

Section 2. The Board shall meet periodically at a time and place designated by the Board. A simple majority of the Directors shall constitute a quorum.

Section 3. Members of the Board of Directors may attend physically or via teleconferencing with a phone or computer service. Members may also vote for items listed on the Agenda as requiring a vote, by email or text provided that their vote is received in advance of that item being acted upon during the meeting. Votes by email or text will not contribute to the determination of a quorum.

ARTICLE VII

Committees

EXECUTIVE
COMMITTEE

Section 1. The Executive Committee shall consist of the officers of the Board of Directors and may act in the interim between Board of Directors meetings. The President, or any two members of the Executive Committee, may call meetings at any time. The members of the Executive Committee shall report all its actions to the next meeting of the Board of Directors. If approved, such action shall become the actions of the Board.

STANDING
COMMITTEES

Section 2.

- a) There shall be the following standing committees:
 - 1. Finance Committee
 - 2. Development/Fundraising Committee
 - 3. Outreach and Education Committee
 - 4. Committee on Board Membership and Nominations

The committees, as appointed by the President, shall be approved by the Board of Directors no later than the second regular meeting of the Board following the annual meeting. Each committee may include persons other than Directors except as the By-Laws specifically indicate otherwise, but the Chair must be filled by a duly elected member of the Board of Directors.

- b) Each committee shall operate under the guidelines provided for each committee by the Board of Directors, with the exception of the Board Membership and Nominations Committee, which shall, in addition to other duties as defined in the committees approved scope and purpose, operate as set forth in sub-paragraph c of this section.
- c) The Board Membership and Nominations Committee shall consist of at least two (2) members of the Board of Directors. The Board Membership and Nominations Committee shall prepare a single slate of candidates for all offices and for vacancies on the Board of Directors. The committee shall also develop and maintain a file of names of potential Board members during the year and, when requested by the President, the committee shall propose names to fill expired terms of the Board as they occur.

AD HOC
COMMITTEES

Section 3. Ad hoc committees may be appointed as required. The purpose and jurisdiction of each committee shall be set forth in the minutes of the Board of Directors.

ARTICLE VIII

Amendments

PROCEDURE

The By-Laws may be amended by two-thirds vote of the Board of Directors at a meeting of the Board having a quorum at the time of the vote.

ARTICLE IX

Non-Profit Status

DISTRIBUTION OF EARNINGS

Section 1. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of the Organization. The organization shall not carry on any activities not permitted to be carried on:

a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Revenue Law);

b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 2. Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Indemnification of Officers. Directors. Employees. Agents and Volunteers

The Organization shall in all cases indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Organization or is or was serving in a volunteer capacity at the request of the Organization against

expenses, including attorneys fees, judgments, fines and amounts paid, in settlement of any such action, suit or proceeding, provided that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his or her actions were in the best interest of the Organization or, with respect to any criminal action, had reasonable cause to believe his or her action was unlawful. Indemnification pursuant to this Article shall be provided as described in 13-B M.R.S.A. §714, as amended from time to time, and subject to any limitations therein provided.

Approved May 1, 2018