

**Bylaws of the
Bakery Photographic Collective
Version Date: [REDACTED]
Amending Superseding and Replacing November 8, 2001 Version**

**ARTICLE I
Name, Purposes, and Location**

The name of this Corporation shall be the “Bakery Photographic Collective” (hereinafter the “Corporation”). The Corporation’s current principal place of business shall be Portland, Maine. The Corporation is organized as a public benefit corporation under the Maine Nonprofit Corporation Act, Title 13-B M.R.S., as amended, and shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The specific purposes to be promoted or carried out by the Corporation, are as follows:

To educate and inspire the photographic community and the general public of southern Maine.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes and activities shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE II
Officers and Directors**

Section 1. **General Powers.** The property, affairs, and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. **Composition.** The Board of Directors shall consist of a minimum of three (3) and a maximum of eleven (11) individuals and shall include the Officers.

Section 3. **Election of Directors.** The Board of Directors shall be elected by vote of the Members at the Annual Meeting of the Members and each Director shall serve for a term of three years or until his or her successor is elected. The terms of Directors shall be staggered to provide for electing one third of the Directors at any annual meeting, as closely as is practicable.

Section 4. **Vacancies.** Vacancies in the Board of Directors or in any of the officer positions due to a resignation, removal or death of a Director may be filled at any time by a majority vote of the existing Board, and the Director elected to fill a vacancy shall serve for the period remaining in the former Director's term.

Section 5. **Resignations.** Any Director may resign at any time by giving written notice to the President, or if the President wishes to resign, to the Secretary. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Removal.** A Director or Officer may be removed if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Corporation. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. Each member of the Board of Directors is expected to regularly attend scheduled meetings; failure to attend meetings may constitute cause for removal. An Officer may be removed from only his or her Officer position, or from both the Officer position and the Board. Notwithstanding the foregoing, a Director and Officer shall be automatically removed if s/he is or has been adjudged mentally incompetent.

Section 7. **Board of Directors Meetings.**

7.1. The Board of Directors shall meet a minimum of four (4) times per year, including one Annual Meeting of the Directors.

7.2. Meetings of the Board of Directors may be held in whole or in part by conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

7.3. Notice of all meetings of the Board of Directors shall be sent to all Directors at least fifteen (15) days previously thereto (except for Special Meetings, in which case at least five (5) days previously thereto) by written notice delivered by first class mail, fax, personal delivery, or electronic mail. It shall be the responsibility of each Director to provide a current electronic mail and regular mail address to the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such

meeting, unless specifically required by law or these Bylaws.

7.4. A majority of the Directors shall constitute a quorum for the transaction of business, but the Directors present in person at any meeting may adjourn such meeting from time to time until such quorum is present.

7.5. Unless provided otherwise in these Bylaws or by law, a majority of the votes entitled to be cast on a matter to be voted upon by the directors present in person at a meeting at which a quorum is present shall be necessary for the adoption thereof. There shall be no proxy voting.

7.6. At any meeting of the Board of Directors, an Executive Session at which only Directors and/or certain employees shall be present may be called for discussion of sensitive or confidential issues such as personnel, legal matters, or transaction negotiations. Results of said Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting.

7.7. Meetings of the Board of the Directors shall not be open to the public or to Members, although the Board may choose, in its sole discretion, to invite Members or other guests to all or portions of such meetings. Minutes of meetings of the Directors shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. Minutes of meetings of the Directors shall be shared with Members, upon request, although Members may be required to maintain the confidentiality of such minutes.

7.8 Meetings of the Board of Directors and of the Members shall be conducted in accordance with the Rules for Meetings, attached hereto and incorporated herein as Exhibit A.

Section 8. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors shall be held at the call of the President, or at the call of the Secretary upon the written request of at least one-third of the Board of Directors. The person(s) requesting the Special Meeting shall fix the date, time and place thereof, although such date, time and place shall be reasonable and convenient for the other Directors.

Section 9. Board or Committee Action Without a Meeting. Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this section 9 shall be deemed a "custom of the Corporation

known generally to its members.”

Section 10. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors to serve for one-year terms beginning and ending on the date of the Annual Meeting of the Directors. However, at the organizational meeting of the Corporation, the initial Officers shall be appointed by the Incorporator and the initial terms shall begin as of the date of the organizational meeting and end on the date of the next Annual Meeting. Officers must be dues-paying members.

a) The President shall preside at all meetings of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors. If there is no Executive Director, then the President shall be the Chief Executive Officer of the Corporation.

b) The Vice President, in the absence or inability to act of the President, shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Directors.

c) The Treasurer or such other persons as may be designated by the Board of Directors, shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions and membership contributions of the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers of such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board.

d) The Secretary, shall keep, or cause to be kept, the minutes of all meetings of the Members, the Board and the Executive Committee in one or more books provided for that purpose and shall see that the minutes of meetings of the Board are distributed promptly to all members of the Board of Directors. He or she shall see that all notices are duly given in accordance with these bylaws and as required by law. He or she further shall keep, or cause to be kept, a record of the names and addresses of its members entitled to vote. He or she shall have charge of all of the books, records, and papers of the Corporation relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform or cause to be performed all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him or her by the President or the Board of Directors. Minutes can be taken by a rotating board

Director.

ARTICLE III Members

Section 1. **Membership Classes.** There shall be two classes of Members: Core Members and Artist Members, and each class of members shall have the rights and responsibilities set forth herein. Membership shall be recorded on the books of the Corporation.

Section 2. **Requirements of Membership.** In order to be a Member, the person shall: (a) be at least seventeen (17) years of age, (b) support the purpose and activities of the Corporation; and (c) pay dues as determined by the Directors.

Section 3. **Tenure.** Each Member shall remain a Member until withdrawal, expulsion, or disqualification of such Member in the manner provided herein.

Section 4. **Voting Rights of Members.** Each Core Member in good standing shall have the right to vote for the Directors of the Corporation, on any matters submitted to a Special Meeting of the Members, and on any other matters submitted by the Board of Directors to the Membership, as further set forth in these Bylaws. Each Core Member shall have one vote; provided, however, that no more than two Core Members of each dues-paying household shall have the right to vote. Core Members may not vote by proxy. Artist Members shall not have any voting rights.

Section 5. **Withdrawal, Expulsion and Expiration of Membership.** Any Member may withdraw at any time by delivering notice of withdrawal in writing to the Corporation at its principal office. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Member may be expelled for cause, after reasonable notice and opportunity to be heard, by the Board of Directors. In the event a Member fails to pay required dues within sixty (60) days of any due date, such person's Membership shall automatically expire.

Section 6. **Membership Meetings.**

(a) Regular Meetings. Regular meetings of the Members may be held at such time and place as the Board of Directors may determine.

(b) Special Meetings. Special Meetings of the Members may be called at any time by the President, by the Board of Directors, or by petition in writing signed (in counterparts or otherwise) by not fewer than fifty percent (50%) of the Core Members of the Corporation entitled to vote and delivered to the Secretary. Written notice as to the time, place, and subject matter of the Special Meeting must be given to all voting members. At such Special Meetings no business shall be transacted which is not specified in the notice of the meeting. The person or

persons calling the Special Meeting shall fix the location, date and time thereof, although such location, date and time shall be reasonable and convenient for the other Members and Directors.

(c) Annual Meetings. There shall be an Annual Meeting of the Members, held at a time and place determined by the Directors.

(d) Conference Call Meetings. Regular and Special Meetings of the Members may be held in whole or in part by conference call or similar communications equipment whereby all Members can simultaneously hear one another, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

(e) Notice. Notice of the time, place, and purpose or purposes of all meetings of the members of the corporation shall be served personally, by mail, fax, or electronic mail, to each member at the member's registered address or e-mail address not less than ten (10) days before such meeting. It shall be the responsibility of each Member to provide a current electronic mail and regular mail address to the Corporation.

(f) Quorum. At any meeting of the Members, a majority of the Members present in person shall constitute a quorum, except when a larger quorum is required by law. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the votes properly cast by Members shall decide any question.

ARTICLE IV

Committee

Section 1. **Executive Committee**. Those Directors who are Officers are designated as and shall constitute the Executive Committee of the Board of Directors. The Executive Committee may exercise all of the powers of the Board of Directors in the interim between Board of Directors' meetings except to: (a) amend or repeal the Articles of Incorporation or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt the Corporation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on any actions taken. Any member of the Executive Committee may call meetings of the Committee. Seven days written notice as to the time and place of meetings shall be given to each officer. Any officer may waive written notice of meetings in which case verbal notice shall suffice. A majority of the members of the Executive Committee present in person shall constitute a quorum permitting the transaction of business at such meetings. In the absence of a quorum, a meeting may adjourn until a quorum can be present.

Section 2. **Committees.** The Board of Directors may, from time to time and for terms as they may see fit, establish committees other than the Executive Committee, as necessary for the smooth functioning of the Corporation. The President shall appoint committee members from among the members of the Board of Directors, members of the Corporation and non-members. Such committees shall be chaired by a Director of the Corporation. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committee present in person shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee present in person shall be the act of the committee. Committee meetings shall be conducted in accordance with the Guidelines for Meetings (Exhibit A).

ARTICLE V

Financial Affairs

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of January and end on the thirty first day of December of each year.

Section 2. **Internal Controls.** The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 3. **Execution of Documents.** All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President, Vice-President, or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

Section 4. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S.A §712, in no event shall a loan be issued to a director or officer of the Corporation.

Section 5. **Budget.** The Board of Directors shall periodically (at least annually) approve a budget. Any expenditures over ten percent above the scope of the approved budget shall require the approval of the Board of Directors. Monies transferred between budget categories of over 15% above designated amount shall require approval of the Board of Directors.

Section 6. **Compensation.** The Board of Directors shall be responsible for setting compensation levels and for determining that any compensation amounts paid to employees or contractors are “reasonable” for the purposes of Internal Revenue Code Section 4958 and accompanying regulations.

ARTICLE VI
Liability Protection and Indemnification

The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as members, employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

ARTICLE VII
Prohibition Against Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer or Member of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Director, Officer, or Member 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 (except that a Director, Officer or Member may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Director duly authorized and also shall not prohibit the employment of persons, including Directors, Officers, and Members, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE VIII
Dissolution

The Corporation is intended to exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt

Exhibit A to Bylaws
Rules for Meetings
Bakery Photographic Collective

Rule 1: Use of Rules

(a) These Rules for Meetings (the “Rules”) are to be used as the regular meeting method for the Board of Directors, Members, and committees, teams, or task forces and other decision-making groups of the Bakery Photographic Collective (the “Corporation”). The Rules are subordinate to (1) the Corporation’s bylaws, (2) the Articles of Incorporation and any applicable Restated Articles of Incorporation or Amended Articles of Incorporation, and (3) current state and federal laws for nonprofit public benefit corporations.

(b) These Rules may be further modified by a two-thirds majority of the Board of Directors. This voting threshold does not prevent striving for consensus.

(c) In the case of committees, teams, task forces, or other decision-making groups, the role of President will be assumed by the Chair of the group, and any reference to Directors shall be read as a reference to the members of the group.

Rule 2: Meeting Roles

(a) The President (or Chair, where applicable) of the Board or a Director that she or he appoints, will preside at the meeting. The President is responsible for conducting a focused and fair meeting, and may appoint a Facilitator to assist with this role. The President will make final decisions regarding the meeting content and Agenda after gathering input.

(b) The Secretary, or a person designated by the Secretary, shall be the Minutes Taker.

(c) The President will appoint a Timekeeper. The Timekeeper will keep the President and the group aware of time. If the group has agreed upon a specified time limit for any individual to speak, the Timekeeper will give the speaker a one-minute warning. At the end of the time, the speaker will be asked to stop. This person cannot speak again until all the other Directors have had an opportunity to speak.

(d) All participants in meetings are expected to conduct themselves courteously. Courtesy is demonstrated by, among other practices, active listening, waiting until others are finished before speaking, and being punctual. Whenever possible, Directors who cannot attend a meeting are expected to communicate their absence in advance to the President.

Rule 3: Agenda

- (a) The President, with suggestions from the other Directors, will draft an Agenda. It will include the meeting purpose (if other than a regular meeting), and the meeting outcomes or intended results. The Agenda will focus on accomplishing the current major strategies or goals of the Corporation.
- (b) The Agenda will state expected start and end times, topics in order of priority, estimated time limits in minutes for each topic, and the name of the person leading the presentation and dialogue on each topic.
- (c) Whenever possible the Agenda and other pertinent material will be distributed in advance by e-mail or regular mail.

Rule 4: Starting the Meeting

- (a) Anyone visiting a meeting at the discretion of the Board or committee will be introduced to everyone, and the group members to the visitor, with every attempt to include the visitor quickly.
- (c) If desired there may be an invocation, spiritual practice, or moment of meditation or reflection to set a positive tone.
- (d) Directors will be given a chance to read and modify the Agenda at the beginning of the meeting.

Rule 5: Routine Reports and Consent Agenda

- (a) The minutes of the previous meeting and routine reports not requiring individual consideration will be placed on the Agenda at the beginning in a Consent Agenda section. This information will be provided to participants ahead of time or before the start of the meeting.
- (b) The Consent Agenda items will not be discussed individually unless any member requests that an item be removed from this section and placed on the regular Agenda as a separate item for discussion. The President will check with the Board for agreement to file routine reports as part of the Corporation's records.

Rule 6: Discussion of Issues

- (a) Any item may be discussed that is on or added to the Agenda prior to or at the beginning of the meeting. A motion or a second is not required.
- (b) The Director(s) who presents an issue for decision should present it in the form of a Simple (verbal) or Structured (written) Proposal. Proposals are encouraged to address the problem and its causes before the solution.
- (c) When possible, Structured Proposals will be available for Directors to read in advance of the meeting.

- (d) All Directors will be given an opportunity to speak or ask questions. No one member may speak a second time until all wanting to speak have spoken once.
- (e) When considering a Proposal, the President or Facilitator will structure the process to move from opening (idea generation) to narrowing (evaluating ideas) to closing (making decisions).
- (f) The President or Facilitator will ensure that the discussion is balanced between pros and cons and that all points of views are encouraged. Directors understand that respectful disagreement is a mark of a healthy Board.
- (g) Any Director can suggest changes to a Proposal. The Proposal can be modified by Board agreement.

Rule 7: Decision Making

- (a) All Directors will be given an opportunity to speak at least once and not more than twice on each Proposal.
- (b) After a Proposal has been presented and thoroughly discussed, the President will ask if the Board is ready to vote on the Proposal. No one Director or a minority may block a decision.
- (c) If the Board is not ready to vote, the President may call for a nonbinding simple straw poll (show of hands) and further discussion. As a result of the discussion, the President may suggest or request modifications and check again for agreement on whether to vote.
- (d) Votes shall be by a show of hands. If the Board agrees, however, votes can be held by written ballot.

Rule 8: Ending the Meeting

- (a) There will be time on the Agenda at the end of the meeting for the President to summarize the progress made at the meeting.
- (b) The Minute Taker will summarize agreements made and the follow-up action steps agreed to by the Board, clarifying the tasks, the person(s) responsible, and the task time limits.
- (c) The Directors will remark on their personal experience (meaning, learning, or impressions) during the meeting and make suggestions on what to continue doing and what to change to improve future meetings. The President and Facilitator will implement feasible ideas at the next meeting.
- (d) When the Agenda is complete, or the time established for the end of the meeting is reached, the President will close the meeting. However, the meeting can continue after the established time limit if there is a majority agreement to extend the meeting for a specified time period.