

# MAINE STATE SOCIETY BY-LAWS

## ARTICLE I – NAME

The organization's name is "The Maine State Society of Washington, D.C. (the "Society").

## ARTICLE II – PURPOSE

The Society's purpose is to foster and promote interest in the State of Maine. This effort involves Maine's history, traditions, culture, heritage, way of life, institutions, businesses, industries, products and services. The Society develops and maintains a sense and spirit of loyalty, devotion, and dedication to Maine by encouraging its members to support and participate in cultural, civic, patriotic, historical, charitable and educational activities, events, projects and programs endorsed or sponsored by the Society. The Society provides for and strengthens the social and business contacts of its members by engaging in programs, projects, activities and events of like charitable organizations and the National Conference of State Societies so long as such participation is in accordance with the Society's by-laws.

## ARTICLE III – ORGANIZATION

SEC. 1. The Society is a not-for-profit organization comprised of individuals, businesses, industries, corporations, associations, institutions, governmental agencies and other entities accepted for membership in accordance with Article VI. A Governing Board (hereafter referred to as the "Board") guides and oversees the Society's activities. The Board consists of the Society's Officers (elected) and the Society's Officials (appointed). All voting rights remain vested in the Board except for the right to elect the Society's President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Secretary and Treasurer and the right to amend, repeal or otherwise alter these bylaws. These authorities remain vested in the Society's members. The Board exercises all other authorities and powers of the Society and perform such acts allowable under any Federal or any state's statutes, any local ordinances, the Society's by-laws or by other documents, rules or regulations the Board establishes or adopts.

SEC. 2. The Society's principal office will be at a location the Board determines best enables the Society to achieve its purposes and carry out its programs, projects, activities, functions and events in an optimally effective and efficient manner. The Society may have other offices at locations specified by the Board which the Board may, from time-to-time, determines are required to conduct Society business.

## ARTICLE IV – SOCIETY YEAR

The Society's annual program (operating) and fiscal year (hereafter referred to as the "Society Year") begins on July 1<sup>st</sup> and ends on June 30<sup>th</sup>. Elected and appointed Board members assume their respective offices or positions at the start of the Society Year unless appointed (in accordance with these by-laws) to fill the unexpired terms of members due to resignation, death, removal, or for any other reason. The Secretary, via the Board, will submit an Annual Report

pertaining to all Society activities and business covering the Society Year and submit it to the Historian for placement in the Society's records not later than September 1<sup>st</sup> following the end of the Society Year.

## ARTICLE V – MEMBERSHIP

SEC. 1. Categories. There are three memberships: Member, Organizational and Honorary.

SEC. 2. Member. A person meeting one or more of the following requirements is eligible:

a. The person was born in Maine, is a legal resident of Maine, at some point in the past has been a legal resident of Maine for four or more years, is descended from a person who was born in or is or has been a legal resident of Maine for four or more years, or who, at the time of applying for Society membership, owns real property in Maine.

b. The person is a staff member in a Maine Congressional Member's office, a Presidential appointee, a staff member in a governmental department, agency, commission, board, corporation or other entity, or a director, officer or staff member of a company, corporation, association, institution or other organizational entity, and who has expressed an interest in Maine or the Society; or,

c. The person does not meet the requirements in paragraphs a. or b. of this section but has established himself/herself as a "Friend of Maine."

SEC. 3. Organizational Member. Any recognized business, corporation, company, other commercial industrial enterprise; any association or institution; any governmental department, agency, commission, board, corporation or other entity; or any charitable, educational, cultural, historical, civic, patriotic or other entity will be eligible for organizational membership if their interests and objectives are congruent with the Society's and after furnishing information to the board, if required, concerning the entity's relationship to or interest in the State of Maine or the Society.

SEC. 4. Honorary Member. A person, or an organization described in Section 3 of this Article, having established a record of sustained superior service, outstanding contributions to or unparalleled involvement in the affairs of the State of Maine, the Nation, or the Society will be eligible for an active Society member to nominate him, her, or the organization for an honorary membership. Honorary memberships require unanimous vote of the Membership Committee at the time of nomination. The Honorary Member designation will be for life or for the organizational entity's existence unless terminated for cause or mutual consent.

SEC. 5. Membership Admission. Any individual or organization qualified for membership under this article are considered members at the time the Membership Committee approves their application, provided the individual or organization has paid all applicable membership fees, dues and charges in effect at the time of membership approval.

SEC. 6. New Member Introductions. Each new member will receive a formal introduction to the Society in the next Newsletter or Membership Directory Update, as appropriate, following their membership admission, and/or will receive an introduction at the first Society meeting which the member or organizational representative attends after receiving admission.

SEC. 7. Membership Revocation. Following an investigation initiated by the Board and after a 30-day notice given to the affected member by certified mail, the Board may, revoke any membership for illegal, improper, inappropriate, or immoral conduct or action or for such other reason the Board deems sufficient justification for membership revocation. Upon initiation of an investigation, the Board may elect to suspend the member for the duration of the investigation, depending on the nature of the conduct, action, or issue. Membership Revocation requires a three-fourths vote of Board Officials holding office at the time of the proposed action. Voting will occur in accordance with procedures outlined in Article XII, Section 3. The Board Secretary will produce a written record (physical and electronic) of the vote. The President and those members present at the Membership Revocation meeting will sign the record. In lieu of a formal meeting, electronic signatures are acceptable.

SEC. 8. Membership Fees, Dues and Charges. A three-fourths vote of Board Officials establishes membership fees, dues and charges. The Board must inform the Society membership of any proposed intent to change fees, dues or charges a minimum of 60 days prior to any action by the Board. Changes in fees, dues, or charges will take effect on the January 1<sup>st</sup> following the Board's action. Annual Society dues, referred to as "Annual Dues for a Stated Calendar Year," are chargeable on a calendar year basis, payable the 1<sup>st</sup> of January. Honorary members incur no membership fees, dues or charges.

SEC. 9. Member in Good Standing. A Member is in good standing if he or she is current for all fees, dues, and charges and is not temporarily suspended/under investigation for Membership Revocation or removal from an elected or appointed position.

SEC. 10. Delinquent Membership Fees, Dues or Charges. Any member whose annual dues or other membership fees or charges are six months or more in arrears is automatically suspended from Society membership, provided the Society has provided the member a minimum of 45 days notice prior to the end of the six-month period. Reinstatement of a suspended member to "Good Standing" status will occur only upon payment of all dues, fees, or charges in arrears plus applicable dues, fees and charges for the current calendar year.

## ARTICLE VI – GOVERNING BOARD

SEC. 1. Membership. The Board consists of Society Officers, Society Officials (as deemed appropriate), and the Immediate Past President (unless removed for cause). Society Officers include President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer. The Society Membership elects all Society Officials as outlined in Article VIII. Society Officials include Assistant Treasurer, Membership Director, Public Relations Director, Business and Government Affairs Director, Delegate to the National Conference of State Societies, Alternate Delegate to the National Conference of State Societies, Historian, Newsletter Editor and the Chairs of

Society events scheduled from July 1<sup>st</sup> through the succeeding June 30<sup>th</sup>. The Society Officers appoint Society Officials as outlined in Article IX.

SEC. 2. Authority and Responsibilities. The Board manages, directs, controls and supervises all Society affairs including policies, procedures, committees, publications, finances, and functions and activities necessary in the operation of the Society. The Board interprets these by-laws and all other documents, rules and regulations that exist or the Board establishes or adopts. The Board establishes all policies and operating procedures and implements all changes. The Board pursues the Society's purposes, fosters better understanding and promotes wider knowledge of the Society and its purposes, projects and programs. The Board establishes financial policies and annual and event budgets including applicable reporting criteria and fills vacancies in Officer and Board positions occurring between annual elections or appointments. The Board may adopt rules, regulations and operating procedures as it deems necessary for the conduct of its meetings and the affairs of the Society. By a two-thirds vote, the Board may assign or delegate authority to specifically designated Board members or an Executive Staff to accomplish any of its responsibilities. In the absence of specific authorization from the Board and in situations where there may be insufficient time to solicit permission, the President may act on the Board's behalf to make decisions, take actions, or take other measures as necessary in support of Society policies, Board responsibilities, etc. The President must report any associated actions to the full Board immediately afterwards and solicit Board concurrence. Because Society Officers and the Immediate Past President are/were elected and accountable to the members, therefore only Society Officers and the Immediate Past President will vote on the major issues outlined in the Bylaws. Each Society Officer and the Immediate Past President counts as one when determining a quorum, regardless of other office or title he or she holds. The entire Board may vote on normal Board business decisions. In all cases, the President has the authority to break any ties.

SEC 3. Governing Board Meetings. The Board will meet at least twice during the Society Year in accordance with procedures outlined in Article XII, Section 3. The June Election Meeting and the September Annual Meeting cross the Society Year but can count as two separate meetings as long as the June meeting occurs under the new leadership and the outgoing Board, as constituted, approves. Meetings are at the call of the President, at least six Board members, or by petition by 12 members of the Society in good standing and who have specified the business the meeting will address. *Robert's Rules of Order, Revised* will govern the meeting's order. Board members and other appropriate individuals will receive notice of Board meetings at least 10 days in advance.

SEC 4. Compensation and Reimbursement. Election or appointment to any Board position, or as General Counsel, or to an Executive Staff, or as a member of a committee, or to serve the Society in any other capacity, will not create nor establish any contractual or financial right on the part of any individual or the Society by reason of such election appointment, nor will any Society member, General Counsel, Executive Staff member nor any other person be entitled to compensation for any services performed on behalf of the Society. In the case of litigation against the Society, the Board will enter into such contracts as may be necessary to obtain adequate counsel either with the General Counsel or others. To the extent authorized in advance by the Board, individuals may be entitled to reimbursement for reasonable expenditures incurred on behalf of the Society, the Board or a committee, provided the Board approves such requests.

prior any expenditure of funds and the individuals subsequently produce complete, accurate and authenticated documents as required and specified by the Board.

SEC. 5. General Counsel. The President, with the concurrence of the Board, may appoint a General Counsel who will advise the Board on legal issues affecting the Society and serve as the Society's parliamentarian. The General Counsel must be a member of the board in the District of Columbia, Virginia, or Maryland or be admitted to practice before the U.S. Supreme Court; must remain a member in good standing of one of the aforementioned bars; or continue to be authorized to practice before the Supreme Court during his or her General Counsel tenure. The appointment term will be concurrent with the term of the President making the appointment. The General Counsel position does not include membership on the Board nor entitles him or her to vote or count for establishing a quorum. Although it is preferable, the General Counsel need not be a Society member.

## ARTICLE VII – OFFICERS AND OTHER SPECIFIED BOARD MEMBERS

SEC. 1. President. The President serves as the Chief Executive Officer of the Society and manages, directs and supervises all Society business; presides at all Board and Society meetings; assures timely communication of all necessary information to the Board and Society members; provides for administrative support necessary in the conduct of Society business; serves as an ex officio member of all committees; conducts all Society business with the objective of achieving the Society's purposes in a manner that promotes the general welfare and increases the visibility of the Society; assures faithful execution of all orders of the Board; executes bonds, contracts and other instruments approved by the Board as necessary to accomplish Society business; and performs any such other duties the Board may request. In the absence of specific authorization from the Board and in situations where there may be insufficient time to solicit permission, the President may act on the Board's behalf to make decisions, take actions, or take other measures as necessary in support of Society policies, Board responsibilities, etc. The President must report any associated actions to the full Board immediately afterwards and solicit Board concurrence. The President has the authority to break any ties during Board and Committee votes.

SEC 2. 1<sup>st</sup> Vice President. The 1<sup>st</sup> Vice President presides at all Board and Society meetings in the President's absence, disability or refusal to act or during a temporary vacancy in that office; advises and assists the President and other elected or appointed officials in the performance of their duties while conducting Society business; and performs such duties and exercises such other powers and authorities as the President may assign within the consent of the Board.

SEC 3. 2<sup>nd</sup> Vice President. The 2<sup>nd</sup> Vice President presides at all Board and Society meetings in the President's and 1<sup>st</sup> Vice President's absence, disability or refusal to act or during a temporary vacancy in that office; advises and assists the President and other elected or appointed officials in the performance of their duties while conducting Society business; and performs duties and exercises other powers and authorities as the President may assign within the Board's consent.

SEC. 4. Secretary. The Secretary presides at all Board and Society meetings in the President's and both Vice Presidents' absence, disability or refusal to act or during simultaneous temporary vacancies in those three offices; records, reproduces and distributes Board Meeting minutes for

review and revision the Board not later than 10 days after the meeting and prior to acceptance of the minutes at the next meeting; serves as custodian of the Society's current year records; forwards the previous Society Year's records to the Society Historian at the end of each Society year; writes the Society Annual Report for approval and submission, through the Board, to the Historian no later than September 1<sup>st</sup> following the close of the Society Year; maintains a current record of all elected and appointed Board officials for use in determining quorums at meetings; and performs such duties and exercises such other powers an authorities as the President may assign within the consent of the Board.

SEC. 5. Treasurer. The Treasurer, subject to direction and control of the Board, is responsible for all Society funds, securities and investments instruments; the appropriate safeguarding and deposit of all moneys collected; the authorized disbursements of all Society funds when supported by appropriate and authenticated documents; the establishment of proper account procedures, financial records, budgets and reports detailing collection, deposit and disbursement of all Society funds; providing periodic budget and fund status reports; is bonded in an amount equal to the maximum amount of funds held or estimated to be held at any one time for or on behalf of the Society; and performs such duties and exercises such other powers an authorities as the President may assign within the consent of the Board.

SEC. 6. Assistant Treasurer. The Assistant Treasurer assists the Treasurer and, as directed by the President in the Treasurer's absence, disability or refusal to act or during a temporary vacancy in that office, performs the duties of Treasurer; is bonded under the same bond in the same amount and under the same terms and conditions as is the Treasurer; and performs such duties and exercises such other powers an authorities as the President may assign within the consent of the Board.

## ARTICLE VIII –NOMINATION AND ELECTION OF SOCIETY OFFICERS

SEC. 1. Eligibility. Nominees for President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary or Treasurer must be Society members in good standing and in accordance with the Terms of Service outlined in Section 5 of this Article at the time of nomination, election and during tenure in office.

SEC. 2. Elections. The annual election of Society Officers occurs at the Society's June meeting. Selection of Society Officers is by a simple majority of votes collected and tabulated in accordance with procedures outlined in Article XII, Section 3.

SEC. 3. Nominating Committee.

a. Prior to each January 10th, the President will appoint a Nominating Committee consisting of at least three but not more than five active Society members in good standing and designate one to serve as committee chair. (Nominating Committee members cannot simultaneously run for one of the offices.) The Nominating Committee will submit its report of recommended candidates to the Board and appoint vote tellers by each May 1<sup>st</sup> and send out ballots (via any method the Committee deems suitable e.g. mail, electronic format, etc.) by each

May 15<sup>th</sup>. The closing date for voting will be the date of the annual Election Brunch in June. All electronic or mailed votes must arrive by the start of the Election Brunch meeting.

b. Prior to each April 15th, the Nominating Committee will accept nominations submitted by petition. Members may submit nominations as long as the petition contains signatures of at least 25 members in good standing, each petition may nominate only one individual, and each petition must include written consent to the nomination and acknowledgment of Board duties from the individual nominated by the petition. If the board has no method to authenticate electronic signatures, handwritten signatures or signatures scanned to .pdf or other suitable electronic format are acceptable.

SEC. 4. Notice of Election Results. The President will announce the names of Nominating Committee members in the Society newsletter or by other special notice after committee creation and will encourage Society members to propose candidates for office to the committee. The announcement will include a notice of the election date and that any Member in good standing as of the meeting date may put forth from the floor a nomination for any elective office. The Nominating Committee will announce the names of the election winners as soon as possible after the election and in accordance with procedures outlined in Article XII, Section 3.

#### SEC. 5. Terms of Service.

a. Election Terms are one year and begin and end with the Society Year. In the event of appointment under Article X, Section 1 to fill a vacancy in an unexpired term of an elective office because of resignation, death or removal or for any other reason, individuals assume office immediately upon appointment. The term ends at the end of the Society Year, unless otherwise determined as part of the appointment action. Upon approval of the Board in effect at the June Election Meeting, the Officers-Elect may assume full duties of their elected office in place of the outgoing Society Officers immediately upon completion of the meeting. Notwithstanding the foregoing, each person holding elective office will continue to serve in that office until election or appointment of a qualified successor in conformance with these by-laws, except in the case of death or resignation or removal provided for in Section 6 of this Article.

b. No individual will hold the office of President for more than two consecutive years (two twelve-month terms). A former Society President, including the immediate past president, is eligible to hold any elective office except President (in which case 48 months must have elapsed since last holding that office). However, the Board may appoint a former Society President to fill a President vacancy as provided for in the by-laws without regard to elapsed time since the end of the last term as President.

c. There are no restrictions on the 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer regarding the number of consecutive terms or elapsed time required between servings in the same position

d. No person will hold more than one elective Board position at a time, but a person holding such position may concurrently hold one or more appointive positions and also be the

chair or a member of one or more committees with concurrence of the other elected members of the Board holding office at the time of such appointments.

SEC. 6. Resignation, removal or forfeiture of office. Elected officers (Society Officers) may resign their office at any Board meeting or by written or email notice to the President or Secretary. The resignation is effective immediately upon receipt unless otherwise requested by the incumbent and approved by vote of the Board. Elected officers forfeit their office if they have two consecutive unexcused absences from Board meetings. The Board may elect to remove a Society Officer for illegal, improper, inappropriate, or immoral conduct or action or for such other reason(s) the Board deems sufficient justification for membership revocation. Upon initiation of an investigation, the Board may elect to suspend the Society Officer, for the duration of the investigation, depending on the nature of the conduct, action, or issue. Society Officer removal requires a three-fourths vote of Board Officials holding office at the time of the proposed action. Voting will occur in accordance with procedures outlined in Article XII, Section 3. The Board Secretary or designated replacement will produce a written record (physical and electronic) of the vote. The voting Board Officials present at the Society Officer Removal meeting will sign the record. In lieu of a formal meeting, electronic signatures are acceptable.

## ARTICLE IX – APPOINTMENT OF SOCIETY OFFICIALS

SEC. 1. Eligibility. Nominees for appointive Board positions (Society Officials) must be Society members in good standing at the time of appointment and during tenure in office.

SEC. 2. Appointments. The President, with the advice of the other Society Officers, appoints Society Officials identified in these bylaws to serve on the Board for the Society Year following the annual election of officers at the Society's June meeting. All appointment actions will be complete by July 1<sup>st</sup>.

SEC. 3. Notice of Appointed Positions Results. The President will announce the names of the newly appointed Society Officials as soon as possible after the appointments and in accordance with procedures outlined in Article XII, Section 3.

SEC. 4. Duties and Responsibilities. The specific duties and responsibilities of appointed society officials are located in the Maine State Society's Operations Manual.

SEC. 5. Terms of Service.

a. Appointment Terms are one year and begin and end with the Society Year except in the event of appointment under Article X, Section 2 to fill a vacancy in an unexpired term of an elective office because of resignation, death or removal or for any other reason, individuals assume office immediately upon appointment. Upon approval of the Board in effect at the June Election Meeting, the Officers-Elect may assume full duties of their elected office in place of the outgoing Society Officers immediately upon completion of the meeting. Notwithstanding the foregoing, each person holding appointed positions will continue to serve in that office until



appointment of a qualified successor in conformance with these by-laws, except in the case of death or resignation or removal provided for in Section 5 of this Article.

b. Appointed Board members may serve any number of consecutive terms.

c. If the President deems it necessary, and with concurrence of the Society Officers, a Society Official may simultaneously hold more than one Society Official position, Committee Chair position, or be a member of one or more committees.

SEC. 6. Resignation, removal or forfeiture of office. Society Officials may resign their office at any Board meeting or by written or email notice to the President or Secretary. The resignation is effective immediately upon receipt unless otherwise requested by the incumbent and approved by vote of the Board. Society Officials forfeit their office if they have two consecutive unexcused absences from Board meetings. The Board may elect to remove a Society Official for illegal, improper, inappropriate, or immoral conduct or action or for such other reason(s) the Board deems sufficient justification for membership revocation. Upon initiation of an investigation, the Board may elect to suspend the Society Official, for the duration of the investigation, depending on the nature of the conduct, action, or issue. Society Official removal requires a two-thirds vote of Board Officials holding office at the time of the proposed action. Voting will occur in accordance with procedures outlined in Article XII, Section 3. The Board Secretary will produce a written record (physical and electronic) of the vote. The voting Board Officials present at the Society Official Removal meeting will sign the record. In lieu of a formal meeting, electronic signatures are acceptable

## ARTICLE X – BOARD VACANCIES

SEC. 1. Society Officer Vacancies. If a vacancy occurs in the offices of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and/or Treasurer, the following procedures apply:

a. If the office of President becomes vacant, the 1<sup>st</sup> Vice President automatically assumes the office of President. If the incumbent 1<sup>st</sup> Vice President declines the Presidency or if the office of 1<sup>st</sup> Vice President is temporarily vacant, the 2<sup>nd</sup> Vice President assumes the office of President. If both incumbent Vice Presidents decline the office of President or if the offices of both Vice Presidents are simultaneously temporarily vacant, the Immediate Past President will chair a committee of the remaining Society Officers. The committee will appoint a member in good standing to the unexpired term. This appointment is unconstrained by Article VIII, Section 5, Paragraph b.

b. If the office of 1<sup>st</sup> Vice President becomes vacant, the 2<sup>nd</sup> Vice President automatically assumes the office of 1<sup>st</sup> Vice President. If the incumbent 2<sup>nd</sup> Vice President declines the 1<sup>st</sup> Vice President or if the office of 2<sup>nd</sup> Vice President is temporarily vacant, the President will chair a committee of Society Officers and the Immediate Past President. The committee will appoint a member in good standing to the unexpired term of the office of 1<sup>st</sup> Vice President.

c. If the office of 2<sup>nd</sup> Vice President, Secretary or Treasurer becomes vacant, the President will chair a committee of Society Officers and the Immediate Past President. The

committee will appoint a member in good standing to the unexpired term of 2<sup>nd</sup> Vice President and a member in good standing to the office of Secretary and/or Treasurer.

SEC. 2. Society Official Vacancies. If any Society Official position becomes vacant, upon approval of the other Society Officers, the President will appoint any member in good standing to complete the position's unexpired term.

SEC. 3. Assumption and Term of Office. A member appointed to fill the unexpired term of any elective or appointive Board position under this Article will assume such office or position immediately upon appointment, and the term expires at the end of the current Society Year, unless otherwise determined as part of the appointment action.

SEC. 4. Notice of Vacancy Appointment Results. The President will announce the names of the newly appointed Society Official(s) as soon as possible after the appointments and in accordance with procedures outlined in Article XII, Section 3.

## ARTICLE XI – COMMITTEES

SEC. 1. Committee Types. The Society will have four standing committees and such special committees as the Board deems necessary to conduct Society business and as established by resolution requiring a simple majority of Board Members. No committee will have or exercise the authorities of the Board unless delegated in accordance with Article VI, Section 2.

SEC. 2. Standing Committees. The following are the Society's standing committees:

- a. Nominating Committee with chair appointed annually.
- b. Membership Committee chaired by the Director of Membership.
- c. Cherry Blossom Princess Selection Committee chaired by the Director, Cherry Blossom Affairs.
- d. Awards Committee chaired by the 2nd vice President.

SEC. 3. Committee Chairs and Members. All committee chairs and members must come from the Society Membership. The President, with the advice of the Board, will annually appoint the chairs of the Nominating and Awards committees the members of all standing committees, and the chairs and members of special committees (as required). The terms of all committee chairs and members are concurrent with the President's term. The President serves as an ex officio member of each committee. Except for appointment of committee members, if the President is a candidate for reelection or for any other elective office, he/she will reclude him/herself, from all Nominating Committee activities concerning those offices. The President may elect to remove a Committee Chair. Committee Chair removal requires a two-thirds vote of Board Officials holding office at the time of the proposed action. Voting will occur in accordance with procedures outlined in Article XII, Section 3.

SEC. 4. Committee Meetings and Records.

a. Committees will meet either in accordance with procedures outlined in Article XII, Section 3 at the discretion of their chairs who will give notices of all meetings to committee members sufficiently far in advance to permit maximum attendance or participation. The presence of a majority of committee members constitutes a quorum, required before the committee conducts any business. The chair of each committee will ensure a member completely and accurately records meeting minutes and will make such oral or written reports as the Board requests. The minutes and reports will become a part of the Society's records.

b. Any action required or permitted at a committee meeting may occur in accordance with procedures outlined in Article XII, Section 3.

ARTICLE XII – SOCIETY MEETINGS, EVENTS, COMMUNICATION METHODS, AND VOTING PROCEDURES

SEC. 1. Types of Meetings and Events. The Society will conduct regular meetings and other events and activities at the President's discretion and with concurrence of the Board on such dates and at such times and locations as will accommodate members, promote attendance, encourage participation, and further the Society's purposes. The President and board will schedule a minimum of five meetings and events in each Society Year. These meetings should include the Annual Society Meeting, a Fall Harvest event, a Holiday event, a Maine Congressional Event, a Maine Cherry Blossom Princess Affair, a Lobster Dinner, and the Society Election meeting.

SEC. 2. Notices of Meetings and Events. The President will ensure there is an announcement for each Society meeting, event and activity sent to all members in good standing and sufficiently in advance to provide members with adequate information to aid their participation. Announcements will occur in accordance with procedures outlined in Section 3 of this Article.

SEC. 3. Society Communication Means, Meeting Methods, Election Procedures.

a. The Society may use any number of methods to communicate with its members. These may include in person discussions, conventional mail or post, email, document-sharing applications, social media, teleconference, video teleconference, or other appropriate and applicable electronic or information management-type method the Board approves. Meeting and Event announcements will occur with sufficient advance time to ensure maximum notification and participation.

b. Board and committee meetings and votes on associated business may use any of the methods outlined in section 3a of this Article. In absence of Board approval of a specific or designation of a preferred method, the President or Committee Chair may propose and use an alternate method with approval of the applicable Board or Committee. All other Society meetings and events can occur in any combination of the methods discussed in this section.

c. For Society elections, voting can occur in person, conventional mail or post (similar to an absentee ballot), email, document-sharing applications, social media, teleconference, video teleconference, or other appropriate and applicable electronic or information management-type method the Board approves. In addition, voters may allow another member to vote via proxy. A voter desiring to sign over his or her proxy must designate specifically the person who will cast their vote. Un-designated proxy votes will go to the President for voting at his discretion. The Board must decide on the voting methodology and publish their decision no later than 30 days prior to the election. In all cases, voting occurring via any method other than in person must arrive with the designated person or arrive at the designated location *before* the in person voting process has closed.

### ARTICLE XIII – AMENDMENTS AND SEVERABILITY

SEC. 1. Amendments. Amendments, repeals, or other efforts to alter Society by-laws completely or in part may occur if the Board receives proposals by at least 10 active Society members in good standing at the time of submission of the petition and a minimum of 30 days prior to the meeting scheduled to vote on the by-laws. In addition, the Board must ensure all Society members receive the exact language of the proposed change(s), an explanation of the effect(s) of such change(s), the date scheduled for the vote, allowable voting methods and due dates, and the name, address and telephone number of the Society Officer designated to receive comments on the proposed change(s). The Board will conduct any applicable meetings in accordance with procedures outlined in Article XII, Section 3.

SEC. 2. Severance. If any part of these by-laws becomes obsolete invalid, or null and void because of changes in any Federal or State's laws or regulations or for any other reason, the remainder of the by-laws will remain in force until the Board amends, repeals or otherwise alters this document. Such action will occur in conformance with provisions for amendment, repeal or alteration in Section 1 of this Article.

SEC. 3. Notice of By-law Changes. As soon as practical after adoption, the Board will distribute the adopted changes to Society members in accordance with procedures outlined in Section 3 of this Article.

### ARTICLE XIV – EFFECTIVE DATE

These by-laws supersede all previous Society constitutions and by-laws and all other documents prescribing rules, regulations, governance, policies, procedures and directions. These by-laws are effective immediately upon approval by an affirmative, two-thirds majority vote of Society members in good standing in accordance with procedures outlined in Article XII, Section 3. The Board will publish the new in accordance with procedures outlined in Section 3 of this Article.

**ADOPTED this 20th day of October 2012 at Arlington, Virginia.**

  
GREGORY S. ZEHNER, President

  
KRISTIN M. DUREPO, Secretary