

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF MAINE EDUCATION
FUND, INC. (As approved by the Ed. Fund Trustees July 16, 2019.)

ARTICLE I
Name

Name. The name of this Corporation is the LEAGUE OF WOMEN
VOTERS OF MAINE EDUCATION FUND, INC. (LWVME Ed Fund)

ARTICLE II
Purposes

Sec. 1. Purposes. The Corporation shall be organized and operated exclusively for educational, literary, scientific and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) and for benevolent and charitable purposes as defined in 36 M.R.S.A. Section 652.

The principal purposes of the Corporation shall be to offer citizens reliable and impartial information about national and state issues by research and education; to provide publications to schools, libraries, and citizen's groups; to involve citizens in studies, surveys, and workshops sponsored and funded by the Corporation; and to give voters reliable information about elections from voting process to candidate's positions.

The Corporation's activities shall be nonpartisan and non-profit within the meaning of the Maine Non-Profit Corporations Act and Section 501(c)(3) of the Internal Revenue Code.

At any time the Corporation is classified as a private foundation under Section 509 of the Code, the Corporation shall distribute all of its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The Corporation and its Trustees and officers shall not engage in any act of self-dealing prohibited by Section 4941 of the Code. The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Code nor make any investments which would cause tax liability under Section 4944 of the Code nor make any taxable expenditures as defined in Section 4945 of the Code.

Sec. 2. Powers. To achieve the foregoing purposes of the Corporation, the Corporation shall have such powers as are conferred upon non-profit corporations by the Maine Nonprofit Corporations Act, provided that:

a. No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual, and no trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate asset on dissolution of the Corporation;

b. No substantial part of the activities of the Corporation shall be carrying on 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; and

c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE III Membership

No Membership. The Corporation shall not have members.

ARTICLE IV Trustees

Sec. 1. Governance. The affairs of the Corporation shall be governed by the Board of Trustees. The duties of the Trustees shall be to:

- Protect the non-profit tax exempt status of the Corporation.
- Manage and invest all funds contributed to the Corporation.
- Approve the disbursement and expenditure of funds for public educational programs proposed by the Board of Directors of the League of Women Voters of Maine (LWVME), a Maine nonprofit organization.
- Solicit and promote the development of an endowment fund to pay for future educational programs.
- Make annual reports of their doings to the members of the LWVME.

Sec. 2. Number; Eligibility. The Board of Trustees shall consist of no less than three (3) Trustees. The number of Trustees may be fixed by resolution of the Board of Directors of the League of Women Voters of Maine. The initial Board of Trustees shall have six (6) members. A majority of the Trustees shall be individuals who are not “substantial contributors” to the Corporation as defined in the Internal Revenue Code. Any adult person who supports the purposes of the Corporation, and who is willing to undertake the duties of a Trustee and to abide by the Bylaws of the Corporation is eligible to become a Trustee.

Sec. 3. Term; Classes of Trustees; Annual Meetings. Trustees shall serve for two-year terms. At the first Board meeting of LWVME after the biennial Convention, the Board will elect Trustees. If LWVME should dissolve or cease to exist, the Trustees may elect new Trustees in order to fill any vacancies resulting from the expiration of a Trustee’s term in office.

Sec. 4. Manner of Acting. Except as specified by law or these Bylaws, the Board of Trustees shall act by a majority vote of the Trustees present in person or by proxy at any duly called and held meeting of the Board of Trustees at which a quorum is present. Each Trustee shall have one vote.

Sec. 5. Quorum. The presence, in person or by proxy, of a majority of the Trustees of the Corporation then in office shall constitute a quorum for the transaction of business.

Sec. 6. Special Meetings. Special meetings may be called by the President or by any two Trustees and held not less than three (3) nor more than thirty (30) days after notice of such meeting is given, either personally, telephonically, or by mail to all the Trustees then in office. Notice by mail shall be deemed to be given two (2) days after deposited, postage prepaid, with the U.S. Postal Service and addressed to the Trustee at his or her most recent address according to the records of the Corporation. In addition, the Board of Trustees may, by resolution, provide for a regular meeting scheduled with no notice other than such resolution.

Sec. 7. Action by Unanimous Consent. Any action which may be taken at a meeting of the Trustees may be taken without a meeting if all of the Trustees sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of the Trustees’ meetings and shall have the same effect as a unanimous vote.

Sec. 8. Informal Action by Trustees. Action of the Trustees may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A. Not in limitation of the foregoing, action taken by agreement of a majority of Trustees shall be deemed action of the

Board of Trustees if all Trustees know of the action taken and no Trustee makes prompt objection to such action. Objections by a Trustee shall be effective if written objection to any specific action so taken is filed with the Secretary.

Sec. 9. Telephonic or Similar Communications. Any Trustee may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

Sec. 10. Removal. Any Trustee may be removed for cause by a majority vote of the Trustees then in office and the ratification and approval of a majority of the Board of Directors of the League of Women Voters of Maine. Seven days' notice in writing shall be given to the Trustee whose removal is desired prior to the meeting at which the issue is considered. Grounds for removal shall include any conflict of interest between the activities of the Trustee and purposes of the Corporation as set forth in the Articles of Incorporation and Bylaws.

Sec. 11. Vacancies. Any vacancy in the office of Trustee may be filled by the Board of Directors of LWVME. If the League of Women Voters of Maine should dissolve or cease to exist, then any vacancy in the office of Trustee may be filled by the remaining Trustees.

ARTICLE V Officers

Sec. 1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer.

Sec. 2. Election. The officers shall be elected by the Trustees at the first meeting of the Trustees after their election by the Board of Directors of LWVME.

Sec. 3. President. The President shall have general oversight of all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Trustees. The President shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Trustees.

Sec. 4. Vice-President. The Vice-President shall, in the event of absence, resignation, disability or death of the President, possess all the powers and perform all the duties of that office. In the event that the Vice-President is unable to serve in this capacity, the Board shall elect one of its members to fill the vacancy. The Vice-President shall perform such duties as the President and the Board may designate.

Sec. 5. Secretary. The Secretary, or a duly appointed assistant, shall keep minutes of meetings of the Board of Trustees. The Secretary shall sign with the President all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

Sec. 6. Treasurer. The Treasurer shall supervise the charge and custody of all funds of LWVME Ed Fund, the deposit of such funds in the manner prescribed by the Board of Trustees, and the keeping and maintaining of adequate and correct accounts of LWVME Ed Fund's properties and business transactions; shall render reports and accountings as required; and shall have other such powers and duties as may be prescribed by the Board or these Bylaws. The books of LWVME Ed Fund shall be reviewed annually by a firm or individual appointed by the Board.

Sec. 7. Removal. Any officer may be removed for any reason by majority vote of the Trustees then in office.

ARTICLE VI Committees

Sec. 1. Committees. The Board of Trustees may establish such committees as it deems appropriate to assist in the management of the Corporation.

Sec. 2. Composition. Committees shall consist of at least two persons, one of whom shall be Chairperson. Committee members need not be Trustees.

ARTICLE VII Amendment of Bylaws

Sec. 1. Amendment of Bylaws. The Bylaws may be amended at any annual or special meeting by unanimous vote of the Trustees and the ratification and approval of the Board of Directors of LWVME, but no amendment may be made to the purposes of the Corporation as set forth in Article II, nor to the provisions governing dissolution as set forth in Article XII, nor grant the Trustees any powers expressly denied them herein.

ARTICLE VIII Compensation

The Trustees shall not be entitled to any compensation for their services as Trustees but may be paid a reasonable and proper compensation for any services rendered to the Corporation in any professional capacity. The Trustees may be reimbursed by the Corporation for any actual and necessary expenses incurred in performance of their duties.

ARTICLE IX
Funds and Properties

Sec. 1. Separation of Funds. The Trustees shall keep all property and funds of the Corporation as a separate and distinct fund and shall not intermingle such funds with their personal funds or funds maintained for other organizations or purposes.

Sec. 2. Depository. The funds of the Corporation shall be kept and maintained in accounts established in the name of the Corporation in such depository as the Trustees may from time to time designate. Such depository shall be authorized to pay out from funds on deposit on the signature and order of such officers or agents of the Corporation as the Trustees may from time to time designate in writing or upon the signature of any two Trustees.

ARTICLE X
Annual and Interim Reports

The Trustees shall submit to the Board of Directors of the League of Women Voters of Maine an annual report of the activities and financial status of the Corporation. The annual report shall contain an independent review and financial review of the books and records of the Corporation. The Trustees shall furnish such other reports as the Board of Directors of LWVME may from time to time requests.

ARTICLE XI
Protection of
Trustees

Sec. 1. Limitation of Liability. No Trustee shall be liable to the Corporation except for his or her own acts or omissions in bad faith. No Trustee shall be personally liable for any obligation or liability incurred by the Corporation or by the Trustees. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Corporation.

Sec. 2. Indemnification. The Corporation shall defend, indemnify and hold harmless any and all officers and trustees of the Corporation, their agents, successors and assigns from and against any claims, demands, lawsuits, damages, liabilities, loss, costs or expenses (including but not limited to reasonable attorneys' fees and court costs), judgments, and settlements (hereafter "Claims") asserted against them by reason of the fact that they are or were a Trustee or Officer of the Corporation, except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith. The foregoing rights of indemnification shall, in the

case of the death or incapacity of any Trustee or Officer, inure to the benefit of their heirs, estate, executors, administrators, conservators, or other legal representatives.

ARTICLE XII Dissolution

The Corporation shall have a perpetual existence subject to termination only by vote of the Board of Directors of LWVME or, in the event that LWVME should dissolve or cease to exist, by unanimous vote of the Board of Trustees then in office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to the successor organization within the State of Maine, to the League of Women Voters of the United States Education Fund, Inc. (or any successor organization) or to such charitable, religious, scientific, literary, educational organizations which would then qualify under the provisions of Sections 170 and 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder as they now exist or as they may hereafter be amended as the Board of Trustees may designate.