

**BYLAWS**  
**OF**  
**THE MAINE ASSEMBLY ON SCHOOL BASED HEALTH CARE**

**ARTICLE I**

**Articles of Incorporation, Office, Location,  
Seal and Section Headings**

**Section 1. Articles of Incorporation.** The name of this corporation shall be as set forth in the Articles of Incorporation. References in these bylaws to the Articles of Incorporation shall mean this corporation's Articles of Incorporation as from time to time in effect. References in these bylaws to the Maine Nonprofit Corporation Act and to particular sections of the Act are to the Act and such sections as from time to time in effect.

**Section 2. Office and Location.** The registered office of the corporation shall be that office specified in the Articles of Incorporation. This corporation is located in the State of Maine at that place specified in the Articles of Incorporation. The principal office and place of business of this corporation shall be at such place as the Board of Directors shall fix.

**Section 3. Seal.** The seal of this corporation shall be circular in form with the name of the corporation, the word "Maine" and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a Maine common embossing-type seal or a wafer seal in any form in respect of any particular document or instrument, in which case such embossing-type or wafer seal affixed to such document or instrument shall be the corporate seal of this corporation thereon for all purposes provided by law.

**Section 4. Section Headings.** The headings of Articles and Sections in these bylaws are for convenience only, and shall not be taken into account in construing these bylaws.

**ARTICLE II**

**Purposes, Mission and Goals**

**Section 1. Purposes.** This corporation is incorporated for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as may be amended from time to time. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its Directors, officers or other private persons; except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes, mission and goals. 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 or

intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax or the corresponding provisions of any subsequent federal laws.

**Section 2. Mission.** The mission of the corporation is to support the development and operations of school based health care services in Maine and to improve access to quality health care services for Maine's children and adolescents.

**Section 3. Goals.** Specific goals to support the corporation's mission shall be as determined by the Board of Directors from time to time.

### ARTICLE III

#### Members

**Section 1. Eligibility.** Any interested person may become a Member of the corporation upon satisfaction of the requirements for membership and any payment of any dues or charges as determined by the Board of Directors from time to time.

**Section 2. Termination of Membership.** Membership in the corporation may be terminated, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors present at any meeting. Membership in the corporation shall be suspended if a member is delinquent for a period of more than thirty (30) days in any required payment due to the corporation, until such time as all amounts due are paid in full.

### ARTICLE IV

#### Board of Directors

**Section 1. Number, Qualification and Term.** The Board of Directors shall consist of the four officers as set forth in Article VIII and from one (1) to four (4) at-large members.. The Directors shall be elected at the annual meeting of Members. Each Director elected shall serve for a two year term. Any Director may be re-elected to the Board. Directors must be members of the corporation or representatives of organizational members.

**Section 2. Vacancies, Resignation and Removal.** Any vacancy in the Board of Directors, including newly created Directorships created by increase in the number of Directors, may be filled by a majority vote of the Directors present at any meeting. Any Director so appointed shall serve until the next annual meeting of Members, at which the vacancy shall be filled by election by the Members. Any Director may resign his office by delivering a written resignation to the President or Clerk. Directors may be removed from office in any manner prescribed by the Maine Nonprofit Corporation Act.

**Section 3. Powers.** The Board of Directors shall manage and control the business, property and affairs of the corporation. In the management and control of the business, property and affairs of the corporation, the Board of Directors is hereby vested with all of the powers and

authority of the corporation itself, so far as not inconsistent with the Maine Nonprofit Corporation Act or other laws of the State of Maine, the Articles of Incorporation or these Bylaws.

**Section 4. Compensation and Expenses.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

## ARTICLE V

### Meetings of the Members

**Section 1. Annual Meeting.** The annual meeting of Members shall be held at such time and place as shall from time to time be fixed by the Board of Directors. Notice of such annual meetings shall be as provided by the Maine Nonprofit Corporation Act. The Members, at the annual meeting, shall elect Officers and other members of the Board of Directors and shall conduct such other business as is set forth in the Notice.

**Section 2. Special Meetings.** Special meetings of the Members may be called by the President, any two (2) Directors or by written request of ten percent (10%) of the Members. The person or persons calling the special meeting shall fix the time and place thereof.

Unless notice of a special meeting is waived in the manner prescribed by the Maine Nonprofit Corporation Act, notice of each special meeting of the Members shall be given by the Clerk, Secretary or the person or persons calling the special meeting as provided by the Maine Nonprofit Corporation Act. The giving of notice of a special meeting of the Board of Directors by the person or persons authorized to call the same shall constitute the call thereof.

**Section 3. Attendance as Waiver of Notice.** Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called, noticed or convened.

**Section 4. Quorum and Vote Required.** Fifteen (15) Members shall constitute a quorum for the transaction of business at annual or special meetings. The Members present at a duly called for held meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough Members to leave less than a quorum. Any meeting may be adjourned from time to time 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 if the time and place to which it is adjourned is fixed and announced at such meeting. The vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members unless the vote of a greater number is required by these bylaws or the Maine Nonprofit Corporation Act. No Member shall be permitted to vote by proxy at a meeting of the Members.

**Section 5. Action by Consent.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all of the Members 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 Members' meetings and shall have, and may be stated by any officer of the corporation to have, the same effect as a unanimous vote of Members at a legal meeting thereof. Any such action taken by unanimous written consents may, but need not be, set forth in such consents in the form of resolutions or votes.

## ARTICLE VI

### Meetings of the Board of Directors

**Section 1. Annual Meeting.** The annual meeting shall be held at such time and place as shall from time to time be fixed by the Board of Directors. Unless otherwise specified by the Board, no notice of such annual meetings shall be necessary, except as otherwise provided by the Maine Nonprofit Corporation Act.

**Section 2. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as shall from time to time be fixed by the Board. Unless otherwise specified by the Board, no notice of such regular meetings shall be necessary, except as otherwise provided by the Maine Nonprofit Corporation Act.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons calling the special meeting shall fix the time and place thereof.

Unless notice of a special meeting is waived in the manner prescribed by the Maine Nonprofit Corporation Act, notice of each special meeting of the Board of Directors shall be given by the Secretary or the person or persons calling the special meeting. It shall be sufficient notice to a Director of a special meeting to send notice by mail at least 48 hours, or by telefax at least 24 hours, before the meeting addressed to him at his usual or last known business or residence address, or to give notice to him in person or by telephone at least 24 hours before the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of the meeting, except as otherwise required by the Maine Nonprofit Corporation Act. The giving of notice of a special meeting of the Board of Directors by the person or persons authorized to call the same shall constitute the call thereof.

**Section 4. Attendance as Waiver of Notice.** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called, noticed or convened.

**Section 5. Quorum and Vote Required.** At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. The Directors present at a duly called for held meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough Directors to leave less than a quorum. Any meeting may be adjourned from time to time 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 if the time and place to which it is adjourned is fixed and announced at such meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by these bylaws or the Maine Nonprofit Corporation Act. No Director shall be permitted to vote by proxy at a meeting of the Board.

**Section 6. Action by Consent.** Any action required or permitted to be taken at a meeting of the Directors, or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, 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 Directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of the corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors at a legal meeting thereof. Any such action taken by unanimous written consents may, but need not be, set forth in such consents in the form of resolutions or votes.

**Section 7. Telephone Meetings.** Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such manner by any member who does not object at the beginning of such meeting to the holding thereof in such manner shall constitute presence in person at such meeting.

## ARTICLE VII

### Committees

The President or the Board may appoint special or ad hoc committees of at least two Members for any purpose stated in the resolution creating such committee. The Board may by resolution establish regular or standing committees (and disestablish any such committee at its pleasure) of at least three Members for the purpose(s) stated in such resolution and subject to any limitations stated therein.

## ARTICLE VIII

### Officers

**Section 1. Number.** The officers of the corporation shall be chosen by the Member and shall consist of a President, a Vice-President; a Secretary and a Treasurer.

**Section 2. When Chosen.** The Membership at each annual meeting where any office is vacant shall choose such Officers, each of whom must be a Member of the Corporation; but the Clerk or Registered Agent need not be a member of the Board and need not be elected annually and shall hold office until the corporation changes its Clerk or Registered Agent in the manner provided by the Maine Nonprofit Corporation Act.

**Section 3. Additional Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 4. Vacancies, Term and Removal.** The officers of the corporation shall hold office for two year terms until their successors are chosen and qualified. Any officer elected or appointed by the Membership may be removed with or without cause at any time by the Membership in any manner prescribed by the Maine Nonprofit Corporation Act. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors to serve until the next annual meeting of the Membership.

**Section 6. President.** The President shall serve as the chief officer and assume responsibilities consistent with such a position, including presiding over meetings of the board of directors and of the membership. The President shall sign contracts for the organization unless such authority has been granted to an Executive Director. The President may serve as spokesperson for the organization or may designate others to serve as spokespersons.

**Section 7. Vice-President.** The Vice-President shall, in the absence of or in the case of the disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 8. Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book kept for that purpose, and shall give notice of special meetings of the Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the same. In case of the absence of or disability of the Secretary, all of the powers of the Secretary may be assigned by the President to another member of the board of directors.

**Section 10. Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books

belonging to the corporation and shall deposit, or have deposited, all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the corporation.

## ARTICLE IX

### Indemnification

**Section 1. Basic Indemnification.** 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 is or was a Director, officer, employee or agent of the corporation, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 3. Insurance.** The Board of Directors may authorize the purchase and maintenance, at the expense of this corporation, of insurance on behalf of any person who is or was a Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the Maine Nonprofit Corporation Act, these bylaws or otherwise.

## ARTICLE X

### Fiscal Year

**Section 1. Fiscal Year.** The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

## ARTICLE XI

## **Execution of Documents**

**Section 1. Execution of Documents.** Unless the Board of Directors shall otherwise generally or in any specific instance provide: (a) any bill, note, check, or negotiable instrument may be executed or endorsed in the name and on behalf of the corporation by the President or Treasurer, acting singly; and (b) any other instrument, documents, deeds, bills of sale or other writings of whatever nature shall be executed in the name and on behalf of the corporation by the President or the Treasurer, acting singly, and either officer may seal, acknowledge and deliver the same.

## **ARTICLE XII**

### **Dissolution**

**Section 1. Dissolution.** In the event of the liquidation or dissolution of this corporation, the net assets of this corporation shall be distributed only to a corporation or other organization qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 (as it now is or may be amended) or to any Federal, State or local government or organization for public purposes. In no way shall any of the assets or property, in the event of liquidation or dissolution inure to the benefit of, or be distributed to, members of the Board of Directors or any agents or employees of this corporation even for the reimbursement of any sums subscribed, donated or contributed by such members or for any other such purposes, it being the intent, upon liquidation or dissolution of this corporation, or upon its ceasing to carry out the objects and purposes set forth in the Articles of Incorporation, that the property and assets then owned by this corporation shall be devoted to the same non-profitable, charitable, educational and literary purposes to which this corporation was devoted.

## **ARTICLE XIII**

### **Amendments**

**Section 1. Amendments.** The Board of Directors, by a majority vote of the Directors present at any meeting, may alter, amend or repeal these bylaws, and adopt new bylaws, provided that the notice of any regular or special meeting at which such action is to be taken shall either set out the text of the proposed new bylaw, amendment or by law to be repealed, or shall summarize the changes to be effected by such adoption, amendment or repeal; provided, however, that any provision of these bylaws which imposes a requirement for a vote of greater than a simple majority of Directors may be altered, amended or repealed only by a vote of the same percentage of Directors.