

BY-LAWS OF
MAINE COALITION FOR EXCELLENCE IN EDUCATION

**Adopted by the Coalition's
Board of Directors on December 4, 2009**

ARTICLE I

NAME, LOCATION, PURPOSES AND POWERS

Section 1. Name and Location. The name of this corporation is the Maine Coalition for Excellence in Education (hereinafter referred to as "Corporation"), and its principal office and place of business shall be at Augusta in the county of Kennebec and State of Maine.

Section 2. Purposes. The Maine Coalition for Excellence in Education is a statewide partnership of individuals from business, education, and the community who are committed to achieving fundamental change in public education so that all students leaving high school will demonstrate the knowledge, skills, attitudes, and understanding necessary to live productive, useful, and satisfying lives.

Serving as a leader, catalyst and facilitator, the coalition will: (a) advocate for children's learning at the state and local level by urging implementation of its vision, goals and strategies; (b) educate Maine citizens about the need for change; (c) celebrate what works; (d) evaluate progress toward meeting the coalition's goals; and (e) undertake such other actions as are necessary or desired to achieve fundamental change in public education.

Section 3. Non-partisan Activities. The Corporation shall be non-partisan. No part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Powers. The Corporation shall have and enjoy all powers granted to non-profit corporations by Maine law as the same shall from time to time be amended.

- a. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public

office.

- b. Notwithstanding the foregoing statement of the specific and primary purpose, this Corporation shall not engage in any activity which is not permitted to be engaged in:
- (1) By a corporation exempt from Federal income tax under 501 (c) (3) of the Internal Revenue Code of 1986, as amended;
 - (2) By a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code of 1986, as amended; or
 - (3) By a public charity described in 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

DEDICATION OF ASSETS

The properties and assets of this non-profit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or director of this Corporation. Upon the dissolution of this Corporation, any assets remaining thereafter shall be transferred and conveyed by the affirmative vote of a majority of the directors entitled to vote in respect thereof, provided however that such organization or organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

This Corporation shall be a membership organization consisting of one class of voting members designated as "Members". Any individual or organization shall become a Member of the Corporation as follows: The initial Members shall be selected and approved by the Board of Directors. Thereafter, the Board of Directors shall designate a Nominating Committee chaired by the Business Vice President which shall propose a slate of new Members to be voted on and approved by the existing Members at the Annual Meeting. Members shall serve for a three (3) year term and may be re-elected for additional terms without limitation. The Board of Directors may appoint additional Members from time to time between annual meetings, but Members so appointed must be approved by the existing Members at the next Annual Meeting. Members must be residents of Maine or have a significant connection to Maine and Maine education and must

demonstrate a commitment to the mission of the Corporation through financial support and participation. Directors of the Corporation shall be Members. Members shall have the right to vote to elect directors of the Corporation, but shall have no other voting rights. Members shall meet no less than two (2) times per year. Attendance at at least fifty percent (50%) of those meetings is expected. Ten percent (10%) of the Members shall constitute a quorum for such meetings of Members. The Directors may, from time to time, designate one or more additional classes of non-voting members who shall have no voting rights.

ARTICLE IV

THE BOARD OF DIRECTORS

Section 1. Powers and Duties. All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall elect the officers of the Corporation and shall cause a full report concerning the affairs of the Corporation to be rendered at the Annual Meeting of the Corporation.

Section 2. Number and Qualifications of Directors. The Board of Directors shall consist of no less than ten (10) and no more than thirty (30) directors, as determined from time to time by the Board of Directors. The number of directors may be fixed within these limits by resolution of the Board of Directors. Any person who is a Maine resident or who has a significant connection to Maine education, who supports the purposes of the Corporation, who is willing to commit the time and energy to implement the Corporation's recommendations, and who is willing to undertake the duties of a director and to abide by the bylaws of the Corporation is eligible to become a director.

Section 3. Election of Directors and Terms of Office. The Members shall elect directors to succeed those whose terms of office are expiring. Such election shall be held each year at the Corporation's Annual Meeting. Nominations for director will be submitted by a nominating committee appointed by the Board of Directors at least thirty (30) days prior to the Annual Meeting. In making nominations, the nominating committee shall take into consideration the geographic location of members; gender; business, government, education and community representation; and such factors as it deems appropriate in the interest of creating a strong, effective Board of Directors.

Directors shall serve a term of three-years years, provided, however, that on or after the date these Amended and Restated By-laws are adopted, the Board of Directors shall be divided into three panels designated as Panels A, B, and C. Panel A shall serve a term of one additional year from the date of appointment; Panel B shall serve a term of two additional years from the date of appointment; and Panel C shall serve a term of three additional years from the date of appointment. Thereafter each panel shall be elected for a term of three years.

Each term shall begin immediately upon election. No director shall serve more than three (3) consecutive three-year terms as a director, nor shall any director serve more than three (3) three-year terms as a director, whether or not consecutive, unless at least one year has passed since the expiration of the director's last term. Each director shall serve until his or her successor shall take office or until such director's death, written resignation, or removal in the manner hereinafter provided.

The Board of Directors may, from time to time, appoint one or more non-voting directors who shall serve on the Board of Directors, including without limitation non-voting ex officio directors. Non-voting directors shall serve for such term as the Board of Directors may determine at the time of appointment.

Section 4. Resignations. Any director may resign at any time by giving written notice to the chair of the Board of Directors. The resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary for it to become effective.

Section 5. Removal from Office. Any director may be removed at any meeting of the Board of Directors, provided that a statement of such proposed action is contained in the Notice of Meeting and provided that written notice of such proposed action is provided to the director affected, either by delivery to the director in person, not less than fifteen (15) days before the meeting, or by mailing the same, not less than twenty (20) days before the meeting by certified mail with return receipt requested, addressed to such director at his or her last known place of abode. The proposed removal of a director must be approved by the affirmative vote of two-thirds of the full number of directors then serving in office.

Section 6. Vacancies. Any vacancies occurring in the Board of Directors between annual meetings, including vacancies that arise due to an increase in the number of directors, may be filled by a two-thirds vote of the directors then in office for the unexpired portion of the three year term.

Section 7. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Directors may not vote by proxy.

Section 8. Compensation. Directors and officers shall receive no compensation, either directly or indirectly, for performance of their duties as directors or officers, respectively. Directors and officers may receive reimbursement for expenses as may be necessary from time to time, as determined by the Board of Directors.

Section 9. Annual and Regular Meetings. An Annual Meeting of the Board of Directors shall be held at such time in December of each year as may be fixed by resolution of the Board of Directors, immediately following the Annual Meeting of

Members, for the purpose of electing officers and transacting such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at least six (6) times per year on such dates, at such times, and at such locations as the officers of the Corporation shall determine.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chair of the Board of Directors or any ten (10) directors. The person or persons authorized to call a special meeting of the Board of Directors may fix the manner and the place for holding any special meeting of the Board of Directors called by them, provided that at least seven (7) days notice, which must be by writing delivered to or left at the office or abode of a director, shall be required for any special meeting.

Section 11. Notice. Notice of the annual or any regular or special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice delivered personally or mailed to each director at such director's address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid thereto.

Section 12. Manner of Acting. Each director, with the exceptions otherwise noted in these By-laws, shall be entitled to one (1) vote upon any matter properly submitted to the Board of Directors. Any act or decision done or made by the majority of the directors present and eligible to vote at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, by the Articles of Incorporation, or by these By-laws.

Section 13. Action without a Meeting. Except as otherwise provided, any action that may be taken by the Board of Directors or the executive committee at a meeting may be taken without a meeting if a consent or consents, in writing and setting forth the action to be taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 14. Telephonic or Similar Communication. Any director, or any member of a committee of the Corporation, 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.

Section 15. Executive Committee of the Board. The Board of Directors may, but is not required, to designate an executive committee. If an executive committee is designated, the executive committee of the Board of Directors shall consist of the officers of the Corporation, the immediate past chair/president and any other directors designated by the Board of Directors by a majority vote.. The chair/president or his/her designee will chair the executive committee. The

chair/president or any two other members of the executive committee may call a meeting of the executive committee. The chair/president or other persons calling the meeting shall give or cause to be given written notice to each member of the executive committee of the date, time, place, and purpose of the meeting at least two days before the scheduled meeting. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof. The executive committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all the authority of the Board of Directors other than: the authority to fill vacancies in the Board of Directors; the authority to amend the Articles of Incorporation or these by-laws; the authority to recommend the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation or a merger or voluntary dissolution of the Corporation; and the authority to amend or repeal any resolution of the Board of Directors. Subject to the aforesaid exceptions, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the executive committee to the same extent as an act or authorization of the Board of Directors. The executive committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors. At each meeting of the executive committee all questions and business shall be determined by a majority vote of those present, or without a meeting by a writing or writings signed by all executive committee members. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereon of any responsibility imposed by law.

Section 16. Additional Committees. The Board of Directors may, but is not required to, designate one or more directors and such other persons as they may choose to form one or more additional committees, which committee (s) shall act to advise and inform the Board of Directors. Each additional committee shall serve at the pleasure of the Board of Directors and shall have such duties and responsibilities as designated by the Board of Directors in the resolution establishing it, but in no event shall it exercise any authority denied to the executive committee in Section 15 hereinabove. Each additional committee shall be chaired by a director of the Corporation. Meetings of additional committees shall be held at such time and place as shall be fixed by the chair of each respective committee. A majority of all the members of an additional committee shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee present shall be the act of the committee. The procedures and manner of acting of the executive committee and of any additional committees shall be subject at all times to the directions of the Board of Directors.

Section 17. Rules. Robert's Rules of Order in its most recent edition at the date of its use shall be the parliamentary authority for all matters of procedures not specifically covered by these By-laws or by other specific rules of procedure

adopted by the directors of the Corporation.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation to be elected from the Board of Directors shall include a chair/president, a business vice chair, an education vice chair, and a treasurer. A staff person of the Corporation appointed by the Board of Directors shall serve as its secretary. No officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors immediately following the election of directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office for one year or until his or her successor shall take office or until such officer's death, written resignation, or removal in the manner hereinafter provided. Officers shall not serve more than three (3) consecutive terms.

Section 3. Removal. Any officer or agent may be removed by two-thirds vote of the full number of directors then serving in office whenever in their judgment the best interests of the Corporation will be served thereby. Election or appointment of any officers or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of Directors in the manner prescribed in these By-laws for election or appointment to the office. Such vacancy shall be filled for the unexpired portion of the term.

Section 5. Chair/President. The chair/president shall be the principal officer of the Corporation. The chair/president shall preside at all meetings of the Board of Directors. The chair/president shall execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

The chair/president shall do and perform all duties incident to the office of chair/president and other duties as may be assigned to the chair/president by these By-laws or by the Board of Directors. The chair/president shall serve as an ex officio voting member of all committees.

Section 6. Vice Chairs. In the absence of the chair/president or in the event of the chair/president's death or inability or refusal to act, the business vice chair, or in his/her absence or inability to act, the education vice chair, shall perform the duties of the chair/president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chair/president. The vice chairs shall perform such other duties as from time to time may be assigned to such vice chair by the chair/president or by the Board of Directors.

Section 7. Secretary. The secretary shall keep or cause to be kept the minutes of the proceedings of the Board of Directors and the Members in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-laws or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized or required, keep a record of the mailing address of each director which shall be furnished to the secretary by such director and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the secretary by the chair/president or by the Board of Directors. In the event the secretary shall be absent from any meeting of the Board of Directors, the directors in attendance at the meeting shall select its secretary.

Section 8. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general perform or cause to be performed all of the duties incident to the office of treasurer, and with the approval of the Board of Directors may delegate any of these duties to the chair/president or such other person as the Board of Directors may approve. The treasurer shall keep or cause to be kept, under the treasurer's supervision, accurate financial accounts and shall hold the same open for inspection and examination by the Board of Directors, and shall prepare or cause to be prepared a full report concerning the finances of the Corporation to be presented annually to the Board of Directors.

Section 9. Indemnification. Each director, officer, committee member and employee of the Corporation shall be indemnified by the Corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, where civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by the reason of the fact that such person is or was a director, officer, committee member or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, if such person

acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which is reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member or employee or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred in any such capacity, or arising out of his or her status as such, whether or not the Corporation has indemnified such person, hereunder.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided by the applicable statutes of the State of Maine concerning indemnification by non-profit corporations currently contained in 13-B M.R.S.A. 714, sub 3 (or the corresponding provisions of future Maine law), upon the receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount, unless it shall be ultimately determined that such person is entitled to be indemnified as provided herein.

In the event that such action or proceeding be by or in the right of the Corporation, the Corporation shall have the same power to indemnify and insure any such director, officer or employee, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such duty, unless the court wherein the action or proceeding is tried shall specifically find that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity.

The indemnification provided by these By-laws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Maine.

As used in this provision, the terms "director", "officer", "committee member", and "employee" include the respective heirs, executors and administrators of persons holding such offices in the Corporation.

ARTICLE VI

OFFICES AND BOOKS

Section 1. Registered Office and Registered Agent. The Board of Directors shall establish a registered office and registered agent for the Corporation in the State of Maine. The registered agent shall have a business address identical to the address of registered office. The registered office of the Corporation need not be identical with the principal office. The registered office and registered agent may be changed from time to time by the Board of Directors of the Corporation in compliance with provisions of applicable law.

Section 2. Books and Records. There shall be kept at the principal office of the Corporation the following:

- a. Correct and complete books and records of account;
- b. Minutes of the proceedings of the Board of Directors, the Members and the Executive Committee;
- c. A current list of the directors, officers and Members of the Corporation and their current addresses;
- d. A copy of these By-laws.

Section 3. Audit. The Board of Directors shall cause an audit of the books and records of the Corporation to be conducted no less frequently than every three (3) years.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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.

Section 3. Checks, Drafts, or other Similar Orders. All checks, drafts, or other 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 or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Assignment and Transfer of Stocks, Bonds and Other Securities. The

Board of Directors acting through the chair/president, treasurer or other designee shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest herein, held or owned by the Corporation.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these by-laws or under the provisions of applicable law, a waiver thereof in writing signed before or after the time therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. 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 any written waiver of notice of such meeting, except as otherwise provided herein.

Section 3. Annual Budget/Annual Financial Report. The Board of Directors shall approve an annual budget each year under which the Corporation shall operate. The Board of Directors shall direct the chair/president and the treasurer to present to the Board of Directors an annual financial report selected by the Board of Directors and showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose, for the fiscal year immediately preceding the date of the report;
- d. The expense or disbursement of the Corporation, both for general and restricted purposes, during the fiscal year immediately preceding the date of the report.

The annual financial report shall be audited periodically by an independent public accounting firm in accordance with Article VI, Section 3 above. In years in which

an audit is not performed, the annual financial report shall be reviewed by an independent public accounting firm.

This report shall be filed with the minutes of the meeting of the Board of Directors.

Section 4. Conflict of Interest. The Corporation shall not enter into a conflict of interest transaction, as such term is defined in the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec. 718 or any successor statute or law, except in accordance with the disclosure and approval provisions of such statute. No conflict of interest transaction shall be voidable or grounds for imposing liability on a director or officer of the Corporation if the transaction was fair at the time it was entered into or is approved in accordance with 13-B M.R.S.A. Sec. 718 or any successor statute or law.

Section 5. Loans to Directors, Officers and Members. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors, officers or Members, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest.

ARTICLE IX

AMENDMENTS

These By-laws may be altered, amended, or repealed and new by-laws may be adopted by two-thirds vote of the full number of the directors then serving in office at any regular or annual meeting of the Board of Directors, provided that the text of any such proposed amendment shall have been forwarded to each director fourteen (14) days prior to the meeting at which such proposed amendment may be submitted for vote. The provisions for notice to directors of any proposed amendment may not be waived. All amendments shall be consistent with the provisions of Title 13B, Chapter 8 of the Revised Statutes of Maine and Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purpose.

In the event the Corporation dissolves and the assets are distributed pursuant to this Article, assets will be distributed with their restrictions, if any.

I certify that the foregoing is a true copy of the Corporate By-laws of the Maine Coalition for Excellence in Education as adopted by the Board of Directors thereof on December 4, 2009.

Attest:

Secretary