

***Bylaws of the  
Lubec Area Musicians'  
Philanthropic Society (LAMPS)***

**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Lubec Area Musicians' Philanthropic Society, or LAMPS.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

LAMPS is an association of local musicians and music enthusiasts dedicated to helping the communities where they live, work and perform.

The specific objectives and purpose of this organization shall be:

- a. to provide a minimum of four (4) admission-free concerts, cultural or community outreach events from late spring until early fall.
- b. to use these concerts to collect from donors and distribute donations to local non-profits and charities.
- c. To provide opportunities for members to support the community through performance, services or volunteerism.
- d. to encourage people to visit downtown Lubec and encourage the use of Stockford Park.
- e. to partner with donors to support local non-profits and charities.
- f. to promote the arts and arts education in Downeast Maine, with an emphasis on Washington county.

All activity related to LAMPS' specific purpose and objectives shall be subject to the approval of the Board of Directors.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any person that supports the purpose statement in Article II, Section 2.

Membership shall be granted upon registration and payment of annual dues.

### **Section 2. Responsibilities of Membership**

Members may participate in annual Board of Directors elections. Members may make proposals for activities that advance LAMPS' specific purpose. Members may be called upon to perform or volunteer in furtherance of the goals outlined in Article II.

### **Section 3. Resignation and Termination**

Any member may resign from the general membership, committee membership or from office by filing a written resignation with the secretary. A member may have their membership terminated by a majority vote of the Board of Directors for any or no reason. Failure to pay dues before April 30th shall result in termination of membership.

### **Section 4. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

### **Section 5. Dues**

Members shall pay dues annually no later than April 30th. The amount due shall be set at the discretion of the Board of Directors.

## **Article IV. MEETINGS OF MEMBERS**

### **Section 1. Annual Meetings**

Meetings of the members shall take place at least once per year, the specific date, time and location of which will be designated by the Board of Directors. At the October meeting the members shall elect directors, receive reports on the activities of LAMPS, and determine the direction of LAMPS for the coming year.

### **Section 2. Special Meetings**

Special meetings may be called by a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **Section 3. Notice of Meetings**

Notice of each meeting shall be given to each voting member, by email, not less than ten days prior to the meeting.

### **Section 4. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

### **Section 5. Nominations and Voting Procedure**

Issues and policy: All issues and policy to be voted on by the membership shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Board of Directors Elections: Elections for LAMPS Board of Directors shall be conducted by the Secretary and/or Executive Director. That election official may conduct elections with assistance from the Clerk or other member as designated by the Board of Directors. The designated Official(s) shall be responsible for maintaining the election record and monitoring vacancies on the Board.

Beginning in October 2020, four director positions shall be subject to elections in even years, and five director positions shall be subject to elections in odd years. Directors shall be elected via secure, secret ballot by the general membership. Elections shall be conducted in person, by mail or electronically.

Board of Directors elections shall begin three weeks prior to the October membership meeting. Each election shall consist of a nomination ballot period, campaign period and final ballot period. Each period shall last one week.

Step 1: An election official shall call for nominations from the floor for each available office.

Nomination Rules:

- Any member in good standing may be nominated and/or nominate members for the Board of Directors positions
- A member may nominate themselves.

- A member may make more than one nomination.
- A person may be nominated for more than one position.
- A person may choose to nominate no one for any position.
- Members shall accept or decline a nomination according to the chosen election method but should let the assembly of members know they are not accepting nominations prior to the start of the nominating procedure.

Step 2: Secretary or Executive Director conducts election by ballot for each position immediately after campaigning for said positions ends. Voting Rules:

- Any member in good standing may vote for Directors.
- Members should be made aware of the time that polling begins and will end. Members must vote before the end of polling period. Members arriving late for an election can only vote with the approval of a majority of members present.
- Secretary or Executive Director clerk shall hand out ballots, retrieve them and count them.
- Paper ballots that are folded together, unintelligible, cast for a fictional character or any ballot cast for an ineligible candidate are illegal votes but shall be identified and counted regardless.
- The design of a paper ballot shall be uniform, legible and specific for each office.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. At the discretion of the Board of Directors, any business or activity may be conducted in person or by any other method of the Directors' choosing.

### **Section 2. Number, Tenure, Requirements, Qualifications and Rights**

The number of voting Directors shall be fixed from time-to-time by the Directors but shall consist of at least 6, plus the Executive Director. The Board shall elect or appoint among them, as per Article V, section 8 and section 14, the following officers: President, Vice-President, Treasurer and Secretary.

The initial Board of Directors shall be appointed by the incorporator of the corporation and shall serve for the period of one year.

The members of the Board of Directors shall, upon appointment or election, immediately enter upon the performance of their duties and shall continue in office for a term of two years.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall attend three meetings per year.

Each Director shall have the right to reasonable access to management, the corporation's advisers, lawyers and accountants, and internal information about the organization.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held in January with additional regular meetings at the discretion of the President or Executive Director. The Board of Directors may also provide by resolution the time and place for regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President, Executive Director, or any two members of the Board of Directors. The person or persons authorized to call special meetings may fix the location for such meetings.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser

number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Resignation and Forfeiture**

Directors are subject to the resignation rules outlined in Article III, Section 3.

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article may be subject to dismissal by a majority vote of the Board of Directors. The Secretary or Executive Director shall notify the Director in writing that their position is under review and the Board of Directors may proceed to declare the position vacant. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Article V, Section 13.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors. Appointed interim directors shall be subject to the term limit of the position they are assuming.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors with the exception of the Executive Director.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the

Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 13. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by a simple majority of the other members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

### **Section 14. Officers Nominations and Voting Procedure**

Officer Elections: Elections for LAMPS Officers shall be conducted by the Secretary or Executive Director. That election official may conduct elections with assistance from the Clerk or other member as designated by the Board of Directors. Each officer shall serve a term of one year.

Officer elections shall begin three weeks prior to the April membership meeting. Each election shall consist of a nomination ballot period, campaign period and final ballot period. Each period shall last one week.

The Board of Directors may choose alternative means of conducting elections, such as online voting or mail voting, at their discretion.

Step 1: Election official shall call for nominations from the floor for each available office.

Nomination Rules:

- All Directors in good standing may be nominated and/or nominate members for Officer positions

- A member may nominate themselves.
- A Director may make more than one nomination
- A person may be nominated for more than one Office.
- A person may choose to nominate no one for any Office.
- Directors shall accept or decline a nomination according to the chosen election method but should let the other Directors know they are not accepting nominations prior to the start of the nominating procedure.

Step 2: Secretary or Executive Director conducts election by ballot for each Office immediately after campaigning for said position ends. Voting Rules:

- All Directors in good standing may vote for Officers.
- Directors should be made aware of the time that polling begins and will end. Directors must vote before the end of polling period. Directors arriving late for an election can only vote with the approval of a majority of members present.
- Secretary or Executive Director clerk shall hand out ballots, retrieve them and count them.
- Ballots that are folded together, unintelligible, cast for a fictional character or cast for an ineligible candidate are illegal votes but shall be identified and counted regardless.
- The design of the ballot shall be uniform, legible and specific for each office.

## **ARTICLE VI. OFFICERS**

The officers of the LAMPS Board of Directors shall be the President, Vice-President, Secretary, Treasurer and, at the Board of Directors' discretion, an Executive Director. All officers shall be members in good standing and have the status of Director.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. They shall develop the agendas and preside at all meetings of the Board of Directors and the membership.
- b. They shall serve as an adviser to their successor for a period to be determined by the Board of Directors.
- c. They shall perform general and active management duties in the absence of an Executive Director.



## **Section 2. Vice-President**

- a. They shall perform the duties of the President in the absence of the President.

## **Section 3. Secretary**

The Secretary shall attend all meetings of the Board of Directors and all meetings of members shall act as a clerk thereof. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose or electronically.
- b. They shall be vested with all the powers and shall perform all the duties of the President during the absence of the President, Vice-President and Treasurer.

## **Section 4. Treasurer**

The Treasurer's duties shall be:

- a. They shall submit to the Board for approval an annual budget indicating anticipated income and proposed expenditures of corporation funds. The budget shall be submitted each January.
- b. They shall present a complete and accurate report of the Corporation's finances annually, or at any other time upon request to the Board of Directors.
- c. It shall be the duty of the Treasurer to assist the Executive Director and/or President in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.
- d. They shall be vested with all the powers and shall perform all the duties of the President during the absence of the President & the Vice-President.

## **Section 5. Executive Director**

At the discretion of the Board of Directors, an Executive Director may be appointed or employed. If the Executive Director is an employee, a yearly salary shall be set by the Board of Directors and paid to the Executive Director in monthly installments. The Executive Director shall be subject to the Corporation's conflict of interest policy. The Executive Director shall recuse themselves from discussion about and abstain from any votes related to their evaluation, compensation, office budget or any other issues that the Board of Directors deem a conflict of interest. The Board of Directors shall annually evaluate the performance of the Executive Director and consider any developing conflicts of interest. The Executive Director's duties shall be:

- a. They shall be the general and active manager of the Corporation.

- b. They shall see that all orders and resolutions of the Board of Directors are brought to the membership.
- c. They shall submit a report of the operations of the Corporation for the fiscal year to the Board of Directors and membership at their annual meetings, and from time to time, shall report to the Board on all matters that may affect this Corporation.
- d. They shall serve as advisors to their successors and to incoming Officers for a period to be determined by the Board of Directors.
- e. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board.
- f. They shall be the manager of any physical location owned or used by the Corporation.
- g. They shall, with the President, manage and make the arrangements for all meetings of the Board of Directors and membership.
- h. they shall manage advertising on behalf of the Corporation.
- l. They shall, with the Secretary or clerk, conduct, record and troubleshoot the Corporation's elections.
- j. They shall manage the Corporation's physical as well as online assets & property.
- k. They shall identify grants that the Corporation qualifies for, manage grant applications and monitor grant spending.
- l. they shall manage and monitor the advancement goals of the corporation
- m. they shall manage all fundraising activities
- n. They shall perform such other duties as may be prescribed by the Board under whose supervision they will be.

## **Section 6. Removal of Officer**

The Board of Directors with a simple majority may remove any officer of the Board of Directors and appoint a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for

such expulsion. It shall be understood that a Directors failure to arrange or attend such a hearing shall not restrict the Board from removing a Director from any Office.

### **Section 7. Vacancies**

The Board of Directors shall also be responsible for appointing persons to fill Office vacancies which occur between annual meetings. The Board of Directors shall endeavor to fill vacancies at the earliest possible convenience. The persons so appointed shall hold office for the unexpired term of the office.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed. Committees shall appoint their own committee chairs.

The Board of Directors shall set deadlines for the completion of a committees work, reserve the right to overrule committee decisions and remove or appoint committee chairs at their discretion.

Unless committees are created in perpetuity, all committees shall be dissolved at the completion of their work or at the end of the fiscal year.

## **ARTICLE VIII. Musicians**

### **Section 1: Participation**

Musicians may be invited to perform by the Executive Director or another member designated by the Board of Directors.

### **Section 2: Compensation**

The Board of Directors shall appropriate funds for musician compensation and expenses annually. The Board of Directors reserves the right to adjust these amounts for any reason at any time.

### **Section 3: Musician Donors**

Performers may choose to donate their performance as an in-kind donation of services. The Board reserves the right to determine the value of services rendered by the performer.

## **Article IX. – Conflict of Interest and Compensation**

## **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect LAMPS' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions**

### **a. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Officers, Directors, committee members, or general members of LAMPS who have a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested

person, They shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, They shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the

nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section 6. Annual Statements**

Each director, principal officer and member of a committee with delegated powers from the Board of Directors shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Maine, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

### **ARTICLE XI. Non-discrimination Policy**

It shall be the intention of this Corporation and its Board of Directors to value the individual identities, talents and experiences of our membership and employees.

LAMPS members and employees shall treat everyone equally regardless of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, physical or mental disability, marital status, citizenship, genetic information, pregnancy, or any other characteristic protected by law. LAMPS members and employees shall adopt a zero-tolerance policy for sexual harassment or discrimination, racial harassment or discrimination, or any other form of harassment and discrimination (religious, language, sexual orientation, et cetera).

The official language of the company is English, and we shall provide all formal documents in this language. Employees and members are free to speak their preferred language during breaks, at lunch, or when speaking with people who also speak their preferred language. However, official meetings shall be conducted in English, and all documentation shall be in this language.

LAMPS shall not partner with or financially support any organization whose policies encourage discrimination.

LAMPS shall make every reasonable effort to train and inform all employees regarding these policies. Each employee shall certify yearly that they have read with and agree to uphold company all company policies, including those regarding harassment and discrimination.

LAMPS prohibits retaliation against any person who files a complaint against harassment or discrimination. We encourage employees or members to come forward and participate in investigations. LAMPS shall make all reasonable efforts to facilitate complaints and keep investigations confidential, and to protect people who make complaints.

If an employee or member retaliates against another employee or member for reporting harassment or discrimination, that employee shall face serious consequences up to and including termination.



## **ARTICLE XII. Donor Privacy**

The corporation shall take proper care and diligence with regard to donor records. It shall be the policy of this Corporation not share or sell an individual's information with anyone without their permission.

## **ARTICLE XIII. Charitable Giving Policy**

It shall be LAMPS' intention to give to Washington County organizations who are dedicated to non-discrimination, the arts, amelioration of hunger, social welfare and/or community resilience. LAMPS shall only donate to Washington County, Maine non-profit organizations.

## **ARTICLE XIV. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XV. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director electronically at least seven days in advance of such a meeting. As required by the Article VII, Section 2 of the Articles of Incorporation any amendments to the Articles may be adopted by approval of 57% of the board of directors.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular, special meeting or forum of their choosing. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each

director within the time and the manner provided for the giving of notice of meetings of directors.

### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 18 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 15<sup>th</sup> day of January, 2023.