BYLAWS OF HARPSWELL COASTAL ACADEMY, INC.

ARTICLE I – NAME AND PURPOSE

Section 1: Name

The name of the organization shall be Harpswell Coastal Academy, Inc.

Section 2: Purpose

Harpswell Coastal Academy, Inc. is established exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and fundraising activities associated with Harpswell Coastal Academy. Harpswell Coastal Academy, Inc. is a public benefit corporation. Harpswell Coastal Academy has 501(c) 3 status.

ARTICLE II – MEMBERSHIP

Membership shall consist only of the members of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation

The Board is responsible for overall policy and direction of the Harpswell Coastal Academy, Inc. and consigns responsibility for day-to-day operations of Harpswell Coastal Academy to the Head of School and staff. The Board of Directors will monitor, evaluate and exercise accountability for adherence to the Mission and Vision Statements of Harpswell Coastal Academy as well as;

- its mission, specific objectives and/or outcomes
- adherence to core values
- prudent use or stewardship of financial, human and other resources.

The Board shall have up to fifteen (15) members and not fewer than three (3) members. The Harpswell Coastal Academy Head of School shall have a permanent non-voting seat on the Board.

The Board receives no compensation other than reasonable expenses.

Section 2: Board Elections

Election of new Directors or re-election of current Directors to a second term may

occur at any regular or special meeting of the Board. Directors shall be elected by a majority vote of the current Directors.

Section 3: Terms

Directors shall serve a three (3) year term, and are eligible for re-election to a second term. Term limits will restrict any Director to two (2) consecutive terms or seven (7) consecutive years.

Section 4: Officers

The officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. Officers shall be elected by secret ballot of the Directors. Election shall be for such respective terms as the Board may prescribe.

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer. The Chair shall be responsible for all public statements made in representation of the organization.

The **Vice-Chair** shall stand in for the Chair as needed, and perform such duties and exercise such powers as the Board may prescribe.

The **Secretary** shall be responsible for keeping records of Board actions, including sending out meeting announcements, ensuring that minutes are taken for meetings of the Board and the Executive Committee, reviewing minutes, distributing copies of minutes and the agenda to Directors, and assuring that corporate records are maintained.

The **Treasurer** shall chair the Finance Committee, assist in the preparation of the budget, and make financial information available to Directors and the public. The Treasurer shall make a report at each Board meeting.

Section 5: Resignation, Termination and Absences

Resignation from the Board must be in writing and is effective upon receipt by the Secretary. A Director shall be dropped from the Board for excessive absences if s/he has three unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 6: Vacancies

If a Director resigns, is terminated, or for any other reason is unable to complete the term of his or her office, the Board may, at its discretion and by majority vote, appoint a person to fill the vacant position for the remainder of the departing Director's term. This service shall not preclude the appointed person from election

to a regular term as outlined in section 3.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Annual Meeting

An annual meeting of the Corporation shall be held each year. Such meetings shall be held at such time and such place within or without the State of Maine as may be designated by the Board of Directors.

Section 2: Regular Meetings

Regular meetings of the Board of Directors may be held at such times and at such places, either within or outside the State of Maine, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the Chair to fix the exact date and place of each regular meeting.

Section 3: Special Meetings

Special meetings of the Board of Directors may be called by the Chair or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place, either within or outside the State of Maine, and at such time as shall be specified in the notice of meeting.

Section 4: Notice of Meetings and Waiver of Notice

Notice of annual and regular Directors' meetings shall be given by posting the meeting schedule for the year on the HCA website in August. Notice shall also be given by mailing the same at least two (2) weeks before the meeting, or by sending notice by email or facsimile transmission at least one (1) week before the meeting, to the usual business or residence address of the Director. The meeting agenda shall be available by electronic posting, accessible from the HCA website, at least one (1) week before the meeting. Notice of special meetings shall be given by the same means, as soon as feasible. Any Director may waive notice of any meeting. The attendance of any 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.

Section 5: Parliamentary Procedure

All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 6: Quorum

A quorum is defined as not less than 50.1 percent of the total number of active Directors. A quorum must be formed before business can be transacted or motions made or passed.

ARTICLE V – COMMITTEES

Section 1: Creation of Committees

The Board shall have an Executive Committee and a Finance Committee, which shall be standing committees. The Board may create other standing and ad hoc committees as needed. The Board Chair appoints all committee Chairs. No committee except the Executive Committee may be as large as a quorum of the full Board.

Section 2: Executive Committee

The Executive Committee shall consist of the four officers and one (1) other member of the Board of Directors. The Chair shall chair the Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between Board meetings, to deal with emergency matters and items that cannot wait until the next regular meeting.

Section 3: Finance Committee

The Finance Committee shall consist of the Treasurer, at least one other voting Director, and the Finance Director of the School. The Treasurer shall chair the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Directors. The Board of Directors must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall run from 1 July to 30 June. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Directors and the public.

ARTICLE VI – CORPORATE ASSETS AND EARNINGS

Section 1: Investments

For the duration of the Charter and any subsequent renewals, and in accordance with the language of the Charter, Harpswell Coastal Academy (hereafter "the Corporation") shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds

held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code"). In the event of closure, all assets shall be disbursed in accordance with the closure plan.

Section 2: Inurement Prohibition; Interest in Contracts

No Director, officer, committee member, employee of, or any person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any Director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Article.

Section 3: Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VII – ADDITIONAL PROVISIONS

Section 1: Indemnification of Officers and Directors

The Corporation shall indemnify every corporate agent. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries, or its Board of Directors, except that nothing contained herein shall relieve a trustee or officer from liability for breach of a duty based on an act of omission:

(a) in breach of such person's duty of loyalty to the Corporation;

(b) not in good faith or involving a knowing violation of law; or

(c) resulting in receipt of an improper personal benefit.

Section 2: Insurance

The Board of Directors shall provide for the liability and other forms of insurance considered to be necessary and prudent as protection against possible claims.

Section 3: Audit

At the close of each fiscal year, the accounts of the Corporation shall be audited by an independent auditor, who is either a Certified Public Accountant or a Registered Municipal Accountant, and who has expertise in accounting of tax-exempt organizations generally. The auditor shall be hired for this purpose by a majority vote of the members of the Board of Trustees present at the regular public meeting at which the motion to hire the auditor is being considered. The audit shall be done in compliance with Maine statutes governing Charter Schools and with all applicable state and federal laws controlling non-profit tax-exempt corporations.

Section 4: Agents and Employees

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5: Compensation of Agents and Employees

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE IX – DISSOLUTION

Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of

Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to social welfare, charitable, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

These Bylaws were approved at a meeting of the Board of Directors of Harpswell Coastal Academy, Inc., on 20 January 2016.

Name	**Signature**	**Date**
Sally Mackenzie, Chair		
Ed Harris, Vice-Chair		
Sharon Whitney, Secretary		
Dave Eldridge, Treasurer		
Cynthia Shelmerdine, Exec. Committee		
Joe Grady		
Eileen Hornor		
David Jean		
John D'Anieri, Head of School		