

**Interim Bylaws
of
Midcoast Internet Development Corporation**

**Article I
Name, Location and Corporate Seal**

Section 1.1 Name

The name of the Corporation shall be the Midcoast Internet Development Corporation (the “Corporation”).

Section 1.2 Principal Office

The location and principal office of the Corporation shall be in the Town of Rockport, State of Maine, but the Corporation may also maintain other offices in such places, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

Section 1.3 Registered Office

The registered office of the Corporation in the State of Maine may, but need not be, the same as the principal office.

Section 1.4 Seal

The corporate seal shall be the common wafer seal unless otherwise determined by the Board of Directors.

**Article II
Definitions**

The definitions of terms used in these Bylaws shall be the same definitions as set forth in the Midcoast Internet Development Corporation Interlocal Agreement (the “Interlocal Agreement”) as adopted by the Member Municipalities and amended from time to time. In those instances where the terms are not defined in the Interlocal Agreement, the terms shall be the same definitions as set forth in the Maine Nonprofit Corporation Act.

**Article III
Purpose and Powers**

Section 3.1 Purpose

The Corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”). The purposes of this Corporation are set forth in the Articles of Incorporation, as the same may be amended from time to time, which include: promoting the common good, and social welfare of the people of Maine by designing, building, installing, obtaining, and providing funding for broadband infrastructure and to engage in any and all activities related thereto, including but not limited to education and the provision of Broadband Services.

Section 3.2 Regional Municipal Utility District

This Corporation shall be a regional municipal utility district, pursuant to 30-A M.R.S. §2203(9) and is created to support or promote the provision of Broadband Services and to carry out the purposes set forth in Section 1 of the Interlocal Agreement.

Section 3.3 Powers

The Corporation shall have all the powers, rights, and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act Title 13-B, M.R.S. §101 *et seq.* and 30-A M.R.S. §2203(9). In particular, the Corporation shall have the power to issue revenue bonds; to promote and facilitate the issuance of bonds by other entities to further those purposes; the power to acquire, lease, and / or sell property in furtherance of its purposes; and all other powers, rights and duties set forth in the Interlocal Agreement.

Article IV Membership

Section 4.1 Members

The Corporation shall have one class of Members, consisting initially of the Town of Camden, Maine and the Town of Rockport, Maine as Charter Municipalities. Only Maine municipalities and counties shall be eligible Members of the Corporation.

Section 4.2 Admission of New Members

Admission of new members shall be governed by the Interlocal Agreement. The Board of Directors shall consider the admission of new members, pursuant to Section 11.

Section 4.3 Withdrawal, Term and Removal of Members

Members shall serve until the earlier of their withdrawal pursuant to Section 13 of the Interlocal Agreement or the termination of the Interlocal Agreement pursuant to Section 12 of the Interlocal Agreement, whichever is earlier. A Member may only be removed from office upon the written consent of all members of the Board of Directors except for the Member being considered for removal. Such determination shall be based on the Board's judgment that removal is in the best financial or operational interests of the Corporation.

Section 4.4 Meetings

An annual meeting shall be held at a date and time to be determined by the Board of Directors.

Section 4.5 Special Meetings

A special meeting of the Members may be called by the President or by the majority of the Board of Directors.

Section 4.6 Notice

- a. Notice of the annual meeting of the Members shall be given at least ten (10) business days prior thereto and notice of any special meeting of the Members shall be given at least five (5) business days prior thereto by written notice.
- b. Written notice may be delivered by electronic transmission as defined and permitted by Maine law.
- c. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except when a Member attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened.
- d. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need to be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Maine Nonprofit Corporation Act so require.

Section 4.7 Quorum

A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 4.8 Voting

- a. The Governing Board of each Member shall appoint an individual to serve on the Board of Directors of the Corporation pursuant to Article V of these Bylaws.
- b. Each Member of the Corporation shall select a delegate to represent the Member at Members meetings. If no delegate is selected, the Member's representative at the annual and any special meetings shall be the individual appointed by the Member to the Board of Directors.
- c. Each Member of the Corporation shall be accorded one vote through their appointed representative on the Board of Directors as provided in Article V of these Bylaws. The Members shall have no other voting rights.

**Article V
Board of Directors**

Section 5.1 General Powers

The affairs of the Corporation shall be governed by a Board of Directors, consisting of no fewer than three (3) nor more than eleven (11) members. The Board of Directors shall have oversight over the operation of the Corporation and shall have all such necessary and incidental powers granted to directors of non-capital stock corporations under Title 13-B, M.R.S. §101 *et seq.*

Section 5.2 Qualification, Term and Removal

- a. The Governing Board of each Member shall be entitled to appoint one (1) Director to serve on the Board of Directors of the Corporation. A Director's term shall be for three (3) years and each Director appointed shall serve until his or her successor shall have been appointed or until his or her earlier resignation or removal from office.
- b. The Governing Board of each Member shall be entitled to remove their appointed Director or to fill a vacancy created in the position.
- c. The Directors shall keep their appointing Governing Board informed of the financial and operational activities and status of the Corporation.
- d. The Directors appointed pursuant to subsection (a) of this Section shall be individuals with sufficient managerial, technical, financial, or business experience to execute their duties effectively and efficiently.

Section 5.3 Executive Director as Member of the Board

- a. Pursuant to the Interlocal Agreement, the Executive Director shall serve on the Board of Directors.
- b. The Executive Director shall be a voting member of the Board of Directors if he/she receives no compensation for being Executive Director. However, if the Executive Director receives compensation for being Executive Director, the Executive Director shall recuse himself/herself from voting on any matter that is or may be perceived as a conflict of interest, including his/her performance and amount of compensation.
- c. The Executive Director shall serve at the will of the Board of Directors pursuant to the terms of any consulting or other agreement, if any, approved by the Board of Directors.

Section 5.4 Delegation of Responsibilities

- a. Executive Director. The Board shall delegate the day-to-day operations of the Corporation to the Executive Director.

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- b. Executive Committee. The Corporation may delegate such operational matters to an Executive Committee, as determined by the Board of Directors. If an Executive Committee is appointed, the Executive Committee shall consist of the Executive Director, the Director appointed by each Charter Municipality, and such Officers of the Corporation as the Board designates.

Section 5.5 Regular Meetings

- a. The Board of Directors shall hold quarterly public meetings at an established location and time; but may, at their discretion, meet more frequently.
- b. Meetings of the Board of Directors, regular or special, may be held at any location within or outside the State of Maine.
- c. There shall be an annual meeting of the Board of Directors at a date and time determined by them.
- d. The Board of Directors may provide by resolution the time and place of the holding of regular meetings of the Board of Directors without necessity for notice other than such resolution.

Section 5.6 Special Meetings

Special Meetings of the Board of Directors may be called by the President of the Corporation, or by any two of its Directors.

Section 5.7 Notice

- a. Except as otherwise provided in Section 5.5 above, notice of any regular meeting of the Board of Directors shall be given at least five (5) business days prior thereto and notice of any special meeting of the Board of Directors shall be given at least three (3) business days prior thereto by written notice. Written notice may be delivered by electronic transmission as defined by Maine law.
- b. Nothing in this Article shall prohibit the Board of Directors from meeting on an emergency basis if required for business necessity and the majority of the Board of Directors consents and waives notice otherwise required by this Article.
- c. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened.
- d. Neither the business to be transacted at, nor the purpose of, regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Maine Nonprofit Corporation Act so require.

Section 5.8 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.9 Voting

- a. All decisions of the Board of Directors shall be made by vote, with each member of the Board of Directors present having one vote. There shall be no proxy voting.
- b. In the event of a tie vote, the motion shall fail for lack of a majority.
- c. Some or all votes by the Board of Directors may be conducted by electronic transmission under procedures established by the Corporation.
- d. A vote conducted by electronic transmission must be filed with the minutes of meetings and has the same effect as an in-person vote.

Section 5.10 Action of Directors by Unanimous Written Consent

Any action which may be taken or which may be required by Maine law to be taken at a meeting of Directors may be taken without a meeting if all the Directors sign a written consent, which may be

executed in counterparts, setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent(s) shall be filed with the minutes of the Board of Directors' meetings and shall have the same effect as a unanimous vote of the Board of Directors.

Section 5.11 Meetings by Electronic Means

To the extent permitted by law, Directors may participate in a meeting of the Board of Directors by means of conference telephone, computer conferencing or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Article VI Officers

Section 6.1 Election and Term

The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and other officers as the Board of Directors deems necessary. All Officers shall be elected for two-year terms and are eligible for reappointment by majority vote of the Board of Directors immediately following the annual meeting.

Section 6.2 Eligibility

- a. Officers shall be elected from among the Board of Directors, including the Executive Director who may be an Officer.
- b. Any two or more offices may be held by the same person, except that no person may simultaneously serve as President and Treasurer.

Section 6.3 Removal

Any Officer may be removed by majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation will be served by such removal.

Section 6.4 New Offices and Vacancies

New offices may be created, and vacancies filled at any meeting of the Board of Directors. Each Officer shall hold office until such Officer's successor shall have been duly elected.

Section 6.5 President

The President shall have general supervision of the affairs of the Corporation, shall preside at all meetings of the Board of Directors, and generally shall perform the duties usually incident to the office of President of a Maine Nonprofit corporation, and all such powers as might be prescribed to such officer by law or by vote of the Board of Directors.

Section 6.6 Vice President

The Vice President shall have the powers and duties of the President in the absence or unavailability of the President.

Section 6.7 Secretary

The Secretary shall give notice to all Members of the Corporation of the annual meeting of the Members and of all duly called special meetings of the Members and shall give notice to all the Directors of the Corporation of the annual meeting and of all duly called special meetings of the Board of Directors. Notice shall be furnished in the manner provided by these Bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Members and the Board of Directors or cause such task to be delegated.

Section 6.8 Treasurer

- a. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation and such banks, trust companies or other depositories as shall be selected and approved by the Board of Directors; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.
- b. The Treasurer may delegate responsibilities to a Member's finance personnel or qualified third party, as approved by the Board of Directors.

**Article VII
Committees and Task Forces**

Section 7.1 Generally

The Board of Directors may establish such committees and task forces as it may deem necessary or appropriate for the purpose of furthering the objectives of the Corporation.

Section 7.2 Term of Office, Eligibility

- a. A committee shall generally be a standing group to address ongoing matters relating to a particular area of expertise such as marketing, design/build, financial, governance or others. A task force shall generally be a group focused on addressing a particular project with the intent that the task force is disbanded once the project is completed.
- b. Committee or task force members shall be appointed by the Board of Directors and each committee or task force member shall serve for such period as shall be designated by the Board of Directors.
- c. Committee and task force members may but need not be members of the Board of Directors or Officers of the Corporation.
- d. The Executive Director and / or President may serve as an *ex officio* member of any or all committees and task forces, if not otherwise a voting member of such committee or task force.

Section 7.3 Chair

One member of each committee or task force shall be appointed from among its members to serve as its chair.

Section 7.4 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee or task force, a majority of the of the whole committee or task force shall constitute a quorum and the act of a majority of the committee or task force members present at a meeting at which a quorum is present shall be the act of the committee or task force.

Section 7.5 Voting

- a. All decisions or recommendations of committees or task forces shall be made by vote, with each member of the committee or task force present having one vote. There shall be no proxy voting.
- b. In the event of a tie vote, the motion shall fail for lack of a majority.

Section 7.6 Meetings by Electronic Means

To the extent permitted by law, members of any committee or task force may participate in meetings by means of conference telephone, computer conferencing or similar communications equipment whereby all

persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Article VIII
Contracts, Checks, Deposits and Funds

Section 8.1 Contracts

The Board of Directors may authorize the Executive Director or any Officer(s) of the Corporation in addition to the Officers so authorized by law or these Bylaws, 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 8.2 Checks, Drafts, and Other Instruments

All checks, drafts or orders for the payment of money, notes or other evidence 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 a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any such instrument may be signed by the President or Treasurer, acting singly.

Section 8.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories that the Board of Directors may select.

Section 8.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article IX
Funding

Section 9.1 No Dues, Assessments or Taxes

The Corporation shall have no power or authority to impose or assess upon Members any dues, assessments, or taxes except as set forth in Section 11 of the Interlocal Agreement. Pursuant to 30-A M.R.S. §2203(8)(B), the Corporation has no legislative powers, taxing authority or eminent domain power and the Members have no power or authority to delegate any such powers to the Corporation.

Section 9.2 Exception as Condition of Admission

Nothing in this Article shall prohibit the Board of Directors from requiring that, as a condition to acceptance as a new member of the Interlocal Agreement, such new member assume, deliver to or make available to the Corporation any specific grant, payment or other funding required by the Board of Directors as a condition of membership as set forth in Section 11 of the Interlocal Agreement.

Section 9.3 Exception for Voluntary Contributions or Payments

Nothing in this Article shall prohibit any Member from voluntarily contributing or paying funds to the Corporation to further the interests of the Corporation and its purposes.

Section 9.4 Grants, Loans and Revenue Bonds

The Corporation shall have the authority to apply for and receive grants on behalf of one or more of its Members with the consent of such Member; to apply for and obtain municipal or commercial loans; and to issue revenue bonds in the name of the Corporation pursuant to 30-A M.R.S. §2203(9)(B). Nothing in

this Section is intended to limit or otherwise prohibit any other form of funding for the Corporation as permitted by law, except as provided in Section 9.1.

**Article X
Books and Records**

Consistent with Maine law, the Corporation shall keep correct and complete books and records of account and shall keep minutes of each meeting of the Members and of the Board of Directors. All books and records of this Corporation may be inspected by any Member, Officer or Director, or his or her agent or attorney for any proper purpose at any reasonable time.

**Article XI
Fiscal Year and Budget**

Section 11.1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section 11.2 Budget

By April 1st each year, the Treasurer shall develop and prepare a budget for the upcoming year. The budget shall be provided for informational purposes to the Municipalities. The Budget shall be provided to and voted upon by the Board of Directors.

**Article XII
Prohibition Against Sharing in Corporate Earnings**

Section 12.1 Prohibition Against Sharing in Corporate Earnings

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 12.2 Distribution of Assets Upon Dissolution

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations which are exempt from tax as organizations described in section 501(c)(3) of the Code, or to the municipal members of the Corporation.

**Article XIII
Investments**

The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, or would result in the loss, or in any manner impair, the tax-exempt status of the Corporation.

**Article XIV
Seal**

The seal of the Corporation may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document, or any action taken in pursuance thereof or in reliance thereon. The presence of the corporate seal and a document purporting to be executed by authority of a domestic or foreign corporation shall be prima facie evidence of the document so executed.

**Article XV
Amendments to Bylaws**

These Bylaws may be amended by a majority of the Board of Directors present at any regular meeting or at any special meeting, if the written notice for such meeting states that one of the proposed actions is the amendment of these Bylaws.

**Article XVI
Indemnification and Insurance**

Section 16.1 Indemnification

The Corporation shall indemnify 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 such person is or was a Director, Officer, or employee of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person 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 such person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her 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 or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, or conviction adverse to such person, or by settlement or 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 / her 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/her conduct was unlawful.

Section 16.2 Insurance

To the extent permitted by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him / her and incurred by him / her in any such capacity, or arising out of his / her status as such, whether or not the Corporation would have the power to indemnify him / her against such liability under this section.

Date Adopted: June 28, 2021 by Unanimous Written Consent

Secretary: _____


Matthew J. Siegel m/m/i June 28th, 2021