

BYLAWS OF Maine Arts Academy

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of the corporation is Maine Arts Academy (the “Corporation”), a Maine nonprofit corporation organized and existing pursuant to the Maine Nonprofit Corporation Act, 13-B M.R.S. § 101, et seq. (the “Act”).

Section 2. Location. The principal office of the Corporation shall be located at 310 Cony Road in the Town of Augusta and the State of Maine. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

Section 3. Registered Agent and Office. In compliance with the Act, the Corporation shall have, and continuously maintain, a statutory Registered Agent who shall be a resident of the State of Maine. The Registered Agent shall be the person originally designated by the Incorporator in the Articles of Incorporation and the Directors shall have the power to change the identity of the Registered Agent from time to time by filing the appropriate form with the Secretary of State of the State of Maine. The address of the Registered Office may be changed from time to time by either the Registered Agent, or the Directors, upon filing an appropriate form with the Secretary of State.

ARTICLE II

PURPOSE

Section 1. Purpose. The purpose of the Corporation is to serve the public, as a public benefit corporation, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”), or

corresponding provisions of any subsequent federal tax laws. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of Maine. The mission of the Corporation is to transform students' lives and contribute to the cultural capital of Central Maine by providing high quality and comprehensive Integrated Academic and Arts education in an inclusive, nurturing, and culturally rich environment for high school age students.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry out any activity which is not permitted to be conducted or carried out by an organization which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal tax code) or by an organization to which donations are deductible from taxable income to the extent allowed by the Internal Revenue Code and other applicable legislation or regulation as they currently exist or may later be amended.

Section 2. Limitations.

(a) Upon the dissolution of the Corporation or termination of its activities, the assets of the Corporation remaining after payment of all its liabilities shall be distributed (i) to the State of Maine for a public purpose in accordance with the provisions of 20-A M.R.S. § 2411(8)(B), or (ii) if Maine law shall ever not require distribution of remaining assets to the State of Maine, then exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 said Court shall

determine, which are organized and operated exclusively for such purposes. **(b)** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its tax-exempt purposes. **(c)** No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III

MEMBERSHIP

Section 1. There shall be no Members.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION, TERM OF OFFICE

Section 1. Number. The Board of Directors shall consist of between three (3) and fifteen (15) Directors, and the number of Directors may be increased or decreased from time to time, by resolution of the Board of Directors, but there at no time shall be less than three (3) Directors, and a Director's term may not be shortened by a reduction in the Board's size. Irrespective of the number of Directors at any given time, no more than forty-nine percent (49%) of the members of the Board of Directors shall be "financially interested persons" as defined by Section 713-A of the Act.

Section 2. Manner of Selection. All vacancies or increases in the Board of Directors shall be filled by the remaining members of the Board at any regular meeting of the Board or at a special

meeting of the Board called for that purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3. Term and Vote. The Directors shall be elected at the annual meeting of the Corporation by a majority vote of the Directors then serving in office. The terms of Directors shall be staggered. Initial Board members shall serve staggered terms of one, two, and three years. Thereafter, Board members shall serve three-year terms with approximately one-third of the Directors elected at each annual meeting. Each Director shall hold office until the annual meeting when his or her term expires and until his or her successor has been elected and qualified, except in cases of death, resignation or removal of the Director. No Director shall serve more than (three) consecutive terms, after which they must take a minimum of (one) years off from serving as a Director before being eligible to be reconsidered for nomination as a Director. The individual then serving as the Corporation's Head of School (regardless of whether his or her title is "Head of School," "Headmaster" or "Executive Director") shall be a non-voting member of the Board of Directors. All other Directors will each have one vote on Corporation matters.

Section 4. Qualifications. Whenever possible, Directors shall bring skills, expertise, perspective, and qualifications as established by the Board and delineated in a Board recruitment plan and Director job description.

Section 5. Compensation. No Director will receive compensation for any service rendered to the Corporation as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties as a Director.

Section 6. Resignation and Removal. Any Director may resign by giving written notice of his or her resignation from the Board to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office, with or without cause, by a majority vote of all Directors then serving in office.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors will have the powers and duties necessary for the administration of the affairs of the Corporation, consistent with the purpose of the Corporation, its Articles of Incorporation, these Bylaws, and the Act. The Board shall select, employ, and manage the Corporation's Head of School, who shall have responsibility for the day to day operations of the school, including hiring and managing all staff. The Board is responsible for setting the overall policy and strategic direction for the Corporation. The Board may further delegate authority to committees or to individual Directors as it deems necessary for carrying out the purposes and business of the Corporation, consistent with the provisions of the Act governing public benefit corporations.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of Directors shall normally be held during the month of August each year, or on such other dates as may be fixed by the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Board of Directors will be held at such regular

times as set by the Board of Directors, at such place and hour as may be fixed from time to time by resolution of the Board. Should a regularly scheduled meeting fall upon a legal holiday, then that meeting will be held at the same time on the next day that is not a legal Holiday. No director may miss more than three unexcused meetings annually. A director may be removed if more than three meetings are missed.

Section 3. Special Meetings. Special meetings of the Board of Directors will be held when called by the President of the Corporation, or by any two Directors, after not less than three days' notice to each Director.

Section 4. Notice of Meetings of the Board of Directors. Notice of Meetings of the Board of Directors. Written notice stating the place, day and hour of the meeting and the agenda for the meeting, except as herein otherwise provided, shall be provided by posting notice thereof with an agenda not less than five days prior to the date of the meeting on the School's website, and by providing the same by email or facsimile transmission to individual Directors. The notice will include copies of the proposed minutes of the previous meeting if the minutes have been prepared by the Secretary. Minutes that thoroughly capture the discussion and decisions of the board shall be posted to the School's website not less than five days following approval by the board.

Section 5. 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. Except as may otherwise be required by law or the Articles of Incorporation, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Waiver of Notice. Attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except when 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. Before, at, or after any meeting of the Board of Directors, any Director may waive in writing notice of such meeting, and such waiver will be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting. **Section 7.**

Action Taken Without a Meeting. The Directors will have the right to take any action which they could take at a meeting in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved will have the same effect as though taken at a meeting of the Directors.

Section 8. Telephone/Video Meetings. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee by means of conference telephone/video or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such a manner by any member who does not object at the beginning of such meeting to the holding thereof in such manner shall constitute presence in person at such meeting. A member who is attending by telephone or video conferencing that cannot clearly hear all meeting participants or view all documents, may not vote in the proceedings of that meeting.

Section 9. Committee Meetings. Committee meetings may be held without notice at such time and at such place as shall from time to time be determined by the committee. Committees of the Corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

ARTICLE VII

OFFICERS

Section 1. Enumeration of Officers. The officers of the Corporation will be a President, Treasurer, and a Secretary. The Board of Directors may also elect one or more Vice Presidents, (one of whom may be designated by the Board of Directors as the Executive Vice President), and such other officers or assistant officers as the Board determines necessary.

Section 2. Election and Term for Officers. The Governance Committee shall present a slate of officers to the Board of Directors. All officers shall be elected by the Directors at their annual meeting and shall hold office for a term of one year. Each officer shall continue in office until his or her successor has been elected and qualified, or until his or her death, resignation, or removal. An officer may serve more than one term in the same office but no more than three consecutive terms in the same office.

Section 3. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Corporation may require, each of whom will hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy will serve for the remainder of the term of the officer replaced.

Section 6. Multiple Offices. Any two or more offices may be held by the same person

except for the President and Vice President positions.

Section 7. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors, and shall supervise the affairs of the Corporation and perform any other such duties as may be assigned to the office by the Board of Directors.

(b) Vice President. The Vice President, if any, or if more than one, the Executive Vice President, will act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required by the Board of Directors.

(c) Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and shall keep or cause to be kept minutes of all meetings of any committees formed by the Board of Directors; serve notice of meetings of the Board of Directors; be responsible for maintaining such books, documents, and papers as required by law or by the Board of Directors; be responsible for filing such annual reports with the Secretary of State as may be required by law; and, perform such other duties as required by the Board of Directors.

(d) Treasurer. The Treasurer will receive and deposit in appropriate bank accounts all monies of the Corporation and will disburse such funds as directed by resolution of the Board of Directors ; sign all checks of the Corporation unless the Board specifically directs otherwise, and co-sign all promissory notes of the Corporation; keep proper books of account; prepare an annual budget and a statement of income and expenditures to be presented to the Board at their regular meeting, and deliver or make copies available of each to the Directors; and act as chair of the Finance Committee. If the Corporation should have no Vice President, the Treasurer will act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and will

exercise and discharge such other duties as may be required by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. General. By resolution, the Board of Directors may create committees and task forces as needed in addition to the standing committees noted in Section 2 below. These additional committees and or task forces may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board. (At no time shall there be a quorum of the Board of Directors in any committee meeting)

Section 2. Standing Committees

(a) Executive Committee. The Executive Committee will consist of the board officers. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

(b) Other Standing Committees. Other standing committees of the Corporation will include the following, the functions and operations of which shall be specified in Committee Charters adopted by the Board of Directors from time to time:

Finance Committee

Governance Committee

Academic Excellence Committee

Development/Fundraising Committee

Section 3. Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and conducted in accordance with the provisions of these Bylaws

concerning meetings of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws.

ARTICLE IX

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. Contracts and other instruments (not including routine instruments) to be executed by the Corporation shall be signed, unless otherwise required by law, by the President. The President, signing alone, is also authorized and empowered to execute in the name of this Corporation all routine instruments arising in the day to day operation of the business of this Corporation. The Board of Directors may authorize any person or persons, whether or not an officer of the Corporation, to sign any contract or other instruments, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 2. Notes, Checks, and the Like. All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of the Corporation shall be signed by the Treasurer or other such person or persons and in such manner as the Board of Directors may from time to time determine.

Section 3 Term and VoteThereafter, Board members shall serve three-year terms with approximately one-third of the Directors elected at each annual meeting. Each Director shall hold office until the annual meeting when his or her term expires and until his or her successor has been elected and qualified, except in cases of death, resignation or removal of the Director. No Director shall serve more than (three) consecutive terms, after which they must take a minimum of (one) years off from serving as a Director before being eligible to be reconsidered for nomination as a Director.....

ARTICLE X

GIFTS AND CONTRIBUTIONS

Section 1. Deposit and Use of Contributions. Unless otherwise provided by the donor, all contributions received by the Corporation shall be invested by the Treasurer of the Corporation in accordance with the advice and consent of the Board of Directors. **Section 2. Restricted Gift.** No gift may be accepted by the Corporation which is subject to restrictions which are inconsistent with the Corporation's status as a tax exempt, public charity under the provisions of the IRC or any corresponding, subsequently enacted Federal tax law. The limitations and restrictions upon any grant, gift, donation, bequest or devise shall be observed strictly unless it shall be determined by the Board of Directors that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or devise for the purpose provided illegal, unnecessary or impracticable or that the purposes of the gift, donation, bequest or devise have been fulfilled or have become impossible to fulfill, in which event said funds shall be administered for such other purpose of the Corporation as will best carry out the intentions of the donor or testator and as may be sanctioned by law.

ARTICLE XI

INDEMNIFICATION

Section 1. Indemnification. The Directors, officers, employees, and agents of the Corporation shall not be individually or personally liable for the debts or obligations of the Corporation and shall be indemnified by the Corporation against all financial loss, damage, cost, and expense

(including attorney's fees) reasonably incurred by or imposed upon them in connection with or resulting from any civil or criminal action, suit, proceeding, claim, or investigation in which they may be involved by reason of any action taken or omitted to be taken by them in good faith as a Director, officer, employee or agent of the Corporation.

Section 2. Prudent Care. Indemnification is subject to the condition that a majority of a quorum of the Board of Directors comprised of those Directors who are not parties to such action, suit, proceeding, claim, or investigation, or if there be no such quorum, independent counsel selected by a quorum of the entire Board of Directors, shall be of the opinion that the person requesting indemnification acted in good faith and in the reasonable belief, under the circumstances, that his or her actions were in the best interests of the Corporation, or that such person took or omitted to take such action in reliance upon advice of counsel for the Corporation or acted on information furnished by an officer or employee of the Corporation and accepted in good faith by the person seeking indemnification.

Section 3. Benefit. The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any Director, officer, employee or agent and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board of Directors.

Section 4. Insurance. The Directors shall procure insurance covering the Directors, officers, employees and any agents of the Corporation against any liability incurred in such capacity or arising out of his or her status as such.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended, or repealed in whole or in part at a regular or special meeting of the Board of Directors, by a vote of a majority of a quorum of Directors present in person or by proxy, but any amendment of Articles II, IV or XII will require approval of all Directors.

ARTICLE XIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation will begin on the first day of July and end on the last day of June every year, except that the first fiscal year will begin on the date of incorporation.

Section 2. Conflicts of Documents. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation will control. **Section**

3. Books, Records, and Reports.

(a) Annual Report. The President of the Corporation shall cause to be prepared annual reports or other reports required by law and shall provide copies to the Board of Directors.

(b) Permanent Records. The Corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings of the Corporation. Such records shall be maintained at the registered office or the principal place of business of the Corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Adopted by the Board of Directors May 2025