

BYLAWS OF
THE THOMAS MEMORIAL LIBRARY FOUNDATION

ARTICLE I

Name

The name of this corporation shall be “The Thomas Memorial Library Foundation.”

ARTICLE II

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in the State of Maine at the location selected from time to time by the board of directors.

Section 2. Other Offices. The board of directors may at any time establish branch or subordinate offices at any place or places, within or without the State of Maine.

ARTICLE III

Purposes

This corporation has been established for all charitable, scientific, literary and educational purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(3) of the Code to provide financial and other support exclusively to the Thomas Memorial Library of Cape Elizabeth, Maine. References in these bylaws (and any amendment hereto) to the "Code" shall be construed to refer to the Internal Revenue Code of 1986 as amended before or after the date hereof or of any amendment hereto or any succeeding United States internal revenue law, whenever enacted, containing provisions substantially similar to either of the foregoing, which shall

from time to time be in effect. References in these bylaws to specific sections of the Code shall be construed to refer to substantially similar provisions of any succeeding internal revenue statute of the United States notwithstanding any difference in the manner in which such provisions are numbered or otherwise designated.

ARTICLE IV

Nonpartisan Activities

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE V

Dedication of Assets

No part of the net earnings or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private individual, including any director of the corporation. On liquidation or dissolution of the corporation, all its remaining assets, after payment of the necessary expenses of the corporation, shall be distributed and paid over to the Thomas Memorial Library, or if it no longer exists, to such organization or organizations as the board of directors may select and as are dedicated to purposes compatible with those of the corporation, which organization or organizations shall have been recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) or Section 501(c)(1) of the Code, exclusively for a public purpose.

ARTICLE VI

Board of Directors

Section 1. Number. The number of directors shall be as set by the board of directors from time to time pursuant to the Articles of Incorporation of the corporation.

Section 2. Selection, Qualification and Term. Directors shall be elected from among persons nominated by the Board of Trustees of The Thomas Memorial Library. At least three of the Directors shall also be Trustees of the Thomas Memorial Library or Town Councilors for the Town of Cape Elizabeth. Directors shall serve for such terms as specified in the Articles of Incorporation of the corporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Vacancies, Resignation and Removal. Any vacancy in the board of directors, including newly created directorships resulting from an increase in the number of directors, shall be filled at the time such vacancy arises or at any time thereafter by the board of directors at any meeting thereof from a slate of nominees proposed by the Board of Trustees of the Thomas Memorial Library. Any director may resign from office by delivering a written resignation to the President, any Vice-President or the Secretary. Any director may be removed from office, with or without cause, upon the vote of two-thirds of the other directors then in office.

Section 4. Powers. The board of directors shall manage and control the business, property and affairs of the corporation.

Section 5. Ex Officio Members. The Director of The Thomas Memorial Library shall be an ex officio, non-voting member of the board of directors.

ARTICLE VII

Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the board of directors shall be held in the month of September each year at such time and place as the board of directors may determine. Each director shall be notified of the time, place and date of such meeting at least three days in advance thereof in writing, by telephone or in person by the President, any Vice-President, the Treasurer or the Secretary of the corporation.

Section 2. Special Meetings. Special meetings of the board of directors may be called by the President, any Vice-President, the Secretary, the Treasurer or a majority of the board of directors. The person or persons calling the special meeting shall fix the time and place thereof. Unless notice of a special meeting is waived in the manner prescribed by law or these bylaws, notice of each special meeting of the board of directors, in writing, by telephone or in person, shall be given by the person or persons calling the special meeting at least 48 hours in advance thereof. Any written notice shall be considered given to a particular director if addressed to such director at such director's usual or last known business or residence address and deposited in the United States mail in an addressed, post-paid envelope. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the board of directors need be specified in the notice of the meeting.

Section 3. Attendance as Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except if a director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.

Section 4. Quorum and Vote Required. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. The directors present at a duly convened meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough directors to leave less than a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice if the time and place to which it is adjourned are fixed and announced at the time of adjournment. The vote of a majority of the directors present at a meeting at which a quorum is or has been present shall be the act of the board of directors unless the vote of a greater number is required elsewhere in these bylaws or by law.

Section 5. Action by Consent. Any action required or permitted to be taken at a meeting of the directors, or of a committee of the directors, may be taken without a meeting if all of the directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of meetings of the board of directors or of committee meetings, as the case may be, and shall have, and may be stated by any officer of the corporation to have, the same effect as a unanimous vote or resolution of the board of directors or such committee at a duly convened meeting hereof. Any such action taken by unanimous written consents may, but need not be, set forth in such consents in the form of resolutions or votes.

ARTICLE VIII

Committees

Section 1. Executive Committee. The board of directors, by resolution, may designate from among its members an executive committee consisting of two or more directors. The executive committee shall have such authority with respect to the management of the corporation's business and affairs as delegated to the executive committee by the board of directors by resolution, except as otherwise limited by law or by any other resolution thereafter adopted by the board of directors. Vacancies in the membership of the executive committee shall be filled by resolution adopted by the board of directors then in office. Members of the executive committee may be removed from membership on such committee, with or without cause, by resolution adopted by the board of directors. So far as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the board of directors shall govern the convening and conduct of meetings of the executive committee.

Section 2. Other Committees. The board of directors, by resolution, may designate and appoint one or more committees as the board of directors deems necessary or advisable, each of which shall consist of one or more directors and such other persons as designated by board resolution, which committee shall have and may exercise, except as otherwise provided by law, such authority of the board of directors in the management of the corporation's business and affairs as shall be provided in such resolution. Vacancies in the membership of a committee shall be filled by resolution adopted by the board of directors. Members of a committee may be removed from membership on such committee, with or without cause, by resolution adopted by the board of directors. So far

as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the board of directors shall govern the convening and conduct of meetings of the committee.

ARTICLE IX

Officers

Section 1. Number. The officers of the corporation shall be chosen by the board of directors and shall be a President, a Secretary and a Treasurer. There may also be one or more Vice-Presidents. One person may serve in more than one office.

Section 2. When Chosen. The board of directors at its initial meeting after the incorporation of the corporation and at each subsequent annual meeting shall choose such officers, none of whom (except the President and any Vice President) need be a member of the board.

Section 3. Additional Officers. The board of directors may appoint such other officers as it shall deem appropriate, and such other officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

Section 4. Compensation of Officers. The compensation of all officers of the corporation shall be fixed by the board of directors. In the absence of any action of the board fixing such compensation, the officers of the corporation shall serve without compensation.

Section 5. Vacancies, Term and Removal. The President, any Vice President, the Secretary and the Treasurer of the corporation shall hold office until their successors are chosen by the board of directors and qualify. Other officers shall hold office at the

pleasure of the President. Any officer elected or appointed by the board of directors may be removed at any time by the board of directors, with or without cause. Any vacancy occurring in any office of the corporation may be filled at the time it arises or at any time thereafter by the board of directors.

Section 6. President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the board of directors, shall have charge of the general management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. Vice President. The Vice President or Vice Presidents (if there be more than one at any time), in case of the absence or disability of the President, shall designate, perform the duties and exercise the powers of the President. In addition, any Vice President shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 8. Secretary. The Secretary shall attend all meetings of the board of directors and record all the proceedings of the board of directors in a book kept for that purpose, and shall perform like duties for the executive committee, if any. The Secretary shall perform such other duties as may be prescribed by the board of directors or the President, under whose supervision the Secretary shall be. The Secretary shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his or her signature. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the same.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and

disbursements in books kept for that purpose. The Treasurer shall prepare an annual report to the Board of Trustees of the Thomas Memorial Library. The Treasurer shall perform such other duties as may be prescribed by the board of directors or the President, under whose supervision the Treasurer shall be.

ARTICLE X

Indemnification

Section 1. Right to Indemnification. (a) The corporation may, under the circumstances and conditions described in subsection (b) of this Section 1, indemnify, to the maximum extent permitted and in the manner provided by law, 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 proceedings, whether civil, criminal, administrative or investigative, by reason of, connected with or arising out of such person's service as a director or officer of the corporation against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been finally adjudicated not to have acted in good faith and in the reasonable belief that such person's action or failure to act was in the best interests of the corporation or, with respect to any criminal action or proceeding, as to which such person had reasonable cause to believe that such person's conduct was unlawful.

(b) Any indemnification described in subsection (a) of this Section 1, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper under

the circumstances because the director or officer has met the applicable standard of conduct set forth in subsection (a) of this Section 1. The determination as to whether any person acted in good faith and that indemnification is proper shall be made by the board of directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of the director or officer claiming indemnification pursuant to this section; provided, however, it shall be the obligation of such director or officer to repay such amount unless it shall ultimately be determined, in accordance with the foregoing provisions of this Section, that such person is entitled to indemnification by the corporation.

(d) The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any person seeking indemnification under this Section may be entitled pursuant to any agreement, vote of disinterested directors, the Maine Nonprofit Corporation Act or otherwise, and shall continue as to any such person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation against any

liability asserted against such person and connected with or arising out of such person's service as a director or officer of the corporation.

ARTICLE XI

Financial Matters

Section 1. Deposit of Funds. All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the board of directors may from time to time determine by resolution.

Section 2. Checks. All checks, drafts, endorsements, contracts, agreements, notes and evidences of indebtedness of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as the board of directors may from time to time determine by resolution.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on December 31.

ARTICLE XII

Corporate Seal

The corporate seal of the corporation shall be circular in form and shall bear the words and figures "The Thomas Memorial Library Foundation", the word "Maine" and the year of the corporation's incorporation. The form of such seal may be altered from time to time by the board of directors.

ARTICLE XIII

Amendment of Bylaws

The bylaws of the corporation shall be subject to amendment or repeal, and new bylaws may be made, by a majority of the board of directors at any annual or special meeting thereof.

Adopted: _____

Secretary: _____