

BY-LAWS

Midcoast Senior College

Article I - General Provisions

Section 1. This organization is known as Midcoast Senior College, hereafter referred to as MSC.”

Section 2. MSC is incorporated under the laws of the State of Maine as an exclusively educational corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Section 501(c)(3) provides a nonprofit, tax-exempt status.

Section 3. The fiscal and academic year of MSC shall commence on July 1 and end on the following June 30.

Article II – Mission

The Mission of MSC is to provide non-credit academic courses and other educational events for people of 50 years and older to continue their life-long learning.

Article III – Membership

Section 1. Any individual fifty (50) years of age or older and the spouse or partner of that individual regardless of age is eligible for Membership in MSC.

Section 2. All members of the Board of Directors (hereafter referred to as the Board) and students are required to be members of MSC, but members of other Maine Senior Colleges may enroll in MSC courses without joining MSC. The Board establishes membership dues. Membership becomes effective upon payment and is for one year, July 1 through June 30.

Article IV - Annual Membership Meeting

Section 1. MSC shall hold its annual membership meeting preferably in June in person at a place reasonably convenient to the Members as determined by the Board; or, in the discretion of the Board, a meeting may be held entirely through means of remote communication without a specific site for the meeting or partially through means of remote communication with those Members attending in person at the location provided in the meeting notice. As provided in 13-B M.R.S.A. §602, the Board may, in its discretion, adopt guidelines and procedures authorizing Members who are not physically present at a meeting of Members to, by means of remote communication:

A. Participate in a meeting of Members; and

B. Be deemed present in person for quorum purposes and vote at a meeting of Members, whether such meeting is to be held at a designated place or entirely or partially through means of remote communication, only if:

- (1) MSC has implemented reasonable measures to verify each person participating remotely is a Member;
- (2) MSC has implemented procedures to accommodate remote communication; and
- (3) If any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action is maintained by MSC.

For the purposes of this section, "remote communication" means reasonable measures that provide the Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to communicate and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings, when not attending in person.

The date, time, and location of the meeting shall be communicated to the Membership no fewer than thirty (30) days prior to the meeting. This notification communication will include the agenda and nomination committee recommendations for election to the Board.

Section 2. During the annual meeting the attending membership will be asked to (a) approve minutes of the previous annual meeting, (b) elect members of the Board, (c) hear the Treasurer's report, and (d) conduct other business as directed by the Board or Membership.

Section 3. At any meeting of the membership, a quorum will consist of 10% of the current membership. The meeting will be conducted by *Robert's Rules of Order*.

Section 4. The Board may call special meetings of the membership at its discretion; the date, time, location, and agenda for these meetings shall be communicated to the membership no fewer than thirty (30) days prior to the meeting. This notification will also state the purpose of the meeting.

Section 5. Each member in attendance at any official meeting shall be entitled to a single vote. There shall be no proxy voting at any meeting of MSC.

Article V - Board

Section 1. The Board shall consist of up to seventeen (17) Members of MSC who are nominated by the Nominating Committee and elected by the membership with consideration given to diverse representation. No nominations for the Board may be presented from the floor of any meeting of the Members.

Section 2. Board members' terms of service shall begin on the July 1 after they were elected and conclude three years later, on June 30.

Section 3. Normally, Board members may serve no more than two (2) consecutive three-year terms.

Section 4. In the event of a vacancy on the Board, a member of MSC who is nominated by the Nominating Committee and appointed by the Board shall fill the remaining term of the vacating Board member. They will then be eligible to serve two consecutive three-year terms.

Section 5. Unless otherwise directed by the President, the Board shall meet monthly. Notification of meetings, including time and location shall be communicated to Board members seven (7) days prior to the meeting, unless waived by unanimous consent. Five (5) members of the Board may call a special meeting, specifying the reasons therefore.

Section 6. The quorum for all MSC Board meetings is 2/3 of the elected members of the Board.

Section 7. The Board is charged with the general management of the affairs of MSC and will make policies for its organization and operation.

Section 8. The Board shall have the authority to approve an annual budget. The Board shall adjust membership fees, tuition, and address all financial matters to ensure the fiscal stability of MSC.

Section 9. All members of the Board shall conduct MSC activities in accordance with the Code of Ethics and Conflict of Interest Policy.

Section 10. Any member of the Board who may refuse or neglect to discharge the duties of a Board member may be removed by the affirmative vote of three-fourths (3/4ths) of the members of the Board present and voting at a meeting.

Section 11. The Board shall provide indemnification for Board members and officers, as stated in Title 13B, M.R.S.A., Section 714, as amended.

Article VI - Officers and Duties

Section 1. All officers must be Members. The officers of MSC shall be a President, Vice President, Secretary, and Treasurer. The Board shall elect its officers from its own membership, but an officer, once elected, may be reelected or elected to another office even if not then on the Board. All officers shall be elected for a term of two years but may be re-elected to serve one or more consecutive one year terms. These four officers shall constitute the Executive Committee.

Section 2. Board officers will be elected at the regularly scheduled Board meeting immediately prior to the annual meeting and take office at the end of the current fiscal year.

Section 3.-The President shall serve as Chief Executive Officer of MSC, the Board, and the Executive Committee, and shall call and shall preside at all Board and Members' meetings. The President may serve as a non-voting ex-officio member on any committee. The President shall have the authority to appoint the chairs of standing and ad hoc committees, with the exception of the Finance Committee. The President will review standing committee membership. The President, with the Executive Director, shall see to the orientation of new Board members.

Section 4 Normally, the Vice President will assume the office of President at the end of the President's term. The Vice President shall aid in the discharge of the President's duties and shall serve as President if the President is absent or disabled. The Vice President will be MSC's Compliance Officer for the Whistleblower Policy and the Ethics Officer for the Code of Ethics.

Section 5. The Immediate Past-President may continue on the Board in an advisory position to the President, but as a non-voting member if his or her term of office has been fulfilled. The Immediate Past-President may serve as an advisor to the President, chair the Nominating Committee, serve as a non-voting member of the Executive Committee, and perform additional tasks as requested by the President.

Section 6 The Secretary shall be responsible for keeping records of Member and Board decisions, including taking and distributing minutes at all Board and Member meetings, overseeing the preparation and filing of compliance documents, with, among others, the Maine Secretary of State, and assuring that corporate records are maintained.

Section 7 The Treasurer shall be responsible for directing the financial affairs of and shall see to the adherence to the Disbursement Policy. The Treasurer shall chair the Finance Committee and report to the Board at each of its meetings and to the membership at the annual meeting. The Treasurer shall supervise financial operations, record, and oversight and make financial information available to Board members. The Treasurer supervises the bookkeeper.

Section 8. Removal of Officers: Officers may be removed by a 3/4 vote of the Board members present and voting.

Article VII - Executive Director

Section 1. The Board shall appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall be the professional chief executive officer of MSC. The Executive Director is directly responsible to the President of the Board and participates in Board meetings, but does not have voting privileges. He/she is also a member of the Executive Committees, and may be invited to sit on other MSC committees.

Section 2. While consulting with the President, the Executive Director supports the Board and committees and oversees the operations of MSC, including hiring and supervising other paid staff members, execution of classes, the newsletter and website, bookkeeping, training and scheduling of volunteers, and any activities and events held by MSC. The Executive Director, with the President, shall see to the orientation of new Board members.

Section 3. The Executive Director shall be included in the MSC Board and Officers liability coverage; the cost of such coverage shall be paid by MSC.

Article VIII - Committees

Section 1. Standing Committees

Section 1. The Board, in its discretion, shall typically have Standing Committees as set forth below. In addition, the Board or the President may appoint such other committees as are deemed necessary.

A. Standing Committees are formed by the Board. The duties of Standing Committees are delegated by the Board and include consideration of and recommendations regarding issues presented to them by the Board, Executive Committee, or the President.

B. It is expected that all members of the Board will actively participate on Standing Committees. Members of Standing Committees shall be recommended by any member of the Board or Standing Committee Chairs. Chairs of Subcommittees shall be appointed by the Committee Chair in consultation with the Board President.

C. Terms of members of Standing Committees including the Chair shall be one year, but a Chair and a member, once appointed, shall continue to serve until his/her resignation or replacement.

D. Non-Board members may serve on Committees. Committee Chairs and Committee members shall be Members of MSC. Standing Committee Chairs who are not members of the Board may attend Board meetings but do not have voting privileges.

E. Committee Chairs will determine the size and membership of their committees and review committee rosters with the President and/or Executive Director upon request.

Section 2. Executive Committee

A. Consists of the four Officers of MSC. In the event an officer is disabled or an office is vacant, in order to maintain four members on the Executive Committee the Board may delegate one of its members to serve on the Executive Committee in an interim capacity in lieu of the disabled or missing officer.

B. Considers and acts on issues of pressing urgency to MSC.

C. Informs the Board of all its actions.

D. Meets regularly and on call by any officer.

E. Works with the President to appoint Committee Chairs.

F. Is responsible for presenting to the Board for approval all policies and by-laws necessary for the operation of MSC.

G. Ensures current printed copies of the Bylaws and all policies are maintained in the MSC central office.

Section 3 Technology Committee

A. Provides direction to the Board, the Executive Director, and committees on subjects relating to the utilization of technology that assists in fulfilling the mission of MSC.

B. Based on guidance from the Board, the Executive Director, and the committees, the Technology Committee (a) establishes guidelines related to the use of technology, (b) proposes the acquisition of appropriate hardware and software products as needed, (c) provides support to users of technology for MSC, and (d) oversees the management and operations of the website and related activities.

Section 4. Community Outreach and Marketing Committee

A. Facilitates communication to Members and contacts through the website, email, etc.

B. Promotes public awareness of the MSC in the community through newsletters, publicity, social media, and other forms of engagement.

C. Is responsible for increasing public awareness of MSC, encouraging enrollment, and establishing linkages with other organizations that serve seniors in the Midcoast area.

D. In collaboration with the Executive Director and/or the MSC staff, initiates and directs all marketing, networking, website and social media, community links, and advertising projects, including press releases.

Section 5. Curriculum Committee

A. Is responsible for all aspects of the curriculum, including the courses, workshops, and lectures offered, selection of faculty, development of course descriptions, classroom assignments, and class schedules.

B. Initiates the distribution of course feedback forms and completes analysis in a timely manner.

C. Supports the work of Winter Wisdom, and Summer Wisdom, subcommittees. These subcommittees recruit and schedule speakers for their respective programs in January/February and May/June. They are also responsible for securing appropriate venues for their respective series, for all arrangements, and timely public announcements of their programs.

Section 6. Finance Committee

A. Is chaired by the Treasurer of MSC.

B. Develops the annual budget with the Executive Director and approves the annual budget for presentation to the Executive Committee and the Board.

C. Works with the Treasurer to develop appropriate financial reports.

- D. Creates and updates financial policies and procedures and ensures they are followed.
- E. Oversees MSC investment matters.

Section 7. Development Committee

- A. Is responsible for strategic planning in the area of fundraising.
- B. Plans and implements an annual fundraising drive.
- C. Seeks outside funds through grants, major gifts, and other financial assistance for MSC programs.

Section 8. Nominating Committee

- A. The chair is selected by the President and additional members are appointed by the Executive Committee from the MSC Membership.
- B. Is responsible for providing the Secretary with a slate of nominees for the Board no fewer than forty-five (45) days before the annual membership meeting and presents the slate at that meeting.
- C. In the event of a vacancy on the Board or of an Officer, nominates a replacement and reports that nominee for election by the Board to fill the remaining term of the vacating Board member or Officer.
- D. Develops a process for assessing individual Board candidates and educating them on the commitment involved.
- E. Regarding committees, the chair shall forward names of individuals to the committee chair in which an individual expresses interest. The committee chair may decide if the individual is suitable and needed.
- F. At every Annual meeting a Committee member shall address the membership encouraging nominations for future Board positions.

Section 9. Events Committee

- A. Creates fun and intellectually stimulating activities to promote social interaction among members.
- B. Identifies opportunities for special events, including excursions and trips, to enhance membership benefits.
- C. Plans and coordinates the annual membership meeting and any pre-semester faculty orientation luncheons as directed by the Board.

Article IX – Disbursement

MSC will adhere to its Disbursement Policy.

Article X - Amendment of Bylaws

Proposed additions, deletions or other modifications of the Bylaws shall be considered at a Board meeting prior to being voted on at a subsequent Board meeting. Draft bylaw changes shall be submitted to each member of the Board not less than seven (7) days before any initial discussion. The final version of any proposed change shall be submitted to each member of the Board not less than twenty (20) days before the vote on the change is called. The By-Laws may be reviewed periodically at the discretion of the President.

Article XI - Dissolution

Section 1. Upon dissolution of MSC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be distributed by a court of competent jurisdiction in the county in which the principal office of MSC is then located, exclusively for such purposes or to such or organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2. No part of the net earnings of MSC shall inure to the benefit of any member, Board member, or private individual (except that reasonable compensation may be paid for services rendered to MSC in carrying out one or more of its purposes), and no member, Board member, or officer of MSC or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of MSC.

Article XII - Code of Ethics

Section 1. MSC may have a Code of Ethics to guide and reinforce the conduct of all areas of MSC operations. Any such Code of Ethics shall reflect MSC's existing culture and serve as guidance for Board members, Committee Chairs, Faculty and Staff in MSC related activities. MSC recognizes that adhering to a code of ethics is basic to the proper conduct of its mission and every Board member, Committee Chair, and staff member is expected to behave in a manner that reflects MSC's commitment to ethical standards and compliance with the law.

Approved by the Board March 20, 2024