

RESTATED BYLAWS

OF

NEWPORT PUBLIC LIBRARY ASSOCIATION

DBA Newport Cultural Center, Newport Historical Society

The Mission of the Newport Cultural Center, home of the Public Library, and the Newport Historical Society and Museum, is to enhance the cultural life of its patrons through access to educational, historical and recreational resources, as well as to preserve Newport's heritage.

ARTICLE 1 - ORGANIZATIONS

Section 1.1 Name. The name of the corporation is the NEWPORT PUBLIC LIBRARY ASSOCIATION.

Section 1.2 Purpose. The corporation is organized exclusively for educational, historical and recreational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501c(3) of the Internal Revenue Code of 1986, as amended from time to time. Notwithstanding any other provisions of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 1.3 Location. The principal office of the corporation shall be in Newport, Maine. The Corporation may have such other offices, either within or without the State of Maine, as the Board of Directors may designate. Unless otherwise designated by the Board of Directors the mailing address of the corporation shall be shall be 154 Main Street, Newport, Maine 04953

Section 1.4 Registered Office. The registered office of the corporation required by the Maine Nonprofit Corporation Act to be maintained in the State of Maine shall be the address of the Registered Agent of the corporation. The address of the registered office of the corporation may be changed from time to time by the Board of directors and may be, but not need be identical with the corporation's principal office.

Section 1.5 Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE 2 - DIRECTORS

Section 2.1 General Powers. The activities of the corporation shall be managed and controlled by a Board of Directors. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors.

Section 2.2 Election and Qualification. The Directors shall be elected by the Board at the annual meeting from a list of nominees presented by a nominating committee appointed by the Board. The normal term(s) of office by any director shall be three (3) years. The nominating committee may recommend re-appointment of any director after the expiration of their term. Directors shall serve until the next annual meeting or until their respective successors shall have been elected and qualified.

Section 2.3 Number. The number of voting Directors of the corporation shall be not less than five (5) and not more than eleven (11), but such number, within the limits fixed by the Articles of Incorporation of the corporation, may be increased or decreased by the Board of Directors by amendment to these Bylaws.

Section 2.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 2.5 Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of

the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the directors of the corporation or until the election and qualification of his/her successor.

Section 2.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of April each year. The Board of Directors may provide by resolution, the time and place, either within or without the State of Maine, for the holding of additional regular meetings of the board without other notice than such resolution.

Section 2.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board.

Section 2.8 Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days prior, or by emailing, or personally delivering the same at least one (1) day before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

Section 2.9 Chairperson. At all meetings of the Board of Directors, the President or Vice President or in their absence, a chairman chosen by the Directors present, shall preside.

Section 2.10 Quorum. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other and further action as is provided by law or elsewhere in these Bylaws.

Section 2.11 Contracts and Services. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation as qualified in Section 7.1, notwithstanding that they may also be acting as individuals, or as Trustees of trust, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise, provided, however, that any contract, transactions, or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not violate the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

Section 2.12 Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 2.13 Unanimous Action of Directors Without a Meeting. Any action which may 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, submit signed written or electronic consent 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 Director's meetings and shall have the same effect as a unanimous vote.

Section 2.14 Removal. Any Board Director may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Board Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meetings of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE 3 – OFFICERS

Section 3.1 Enumeration. The officers of this corporation shall be the President, Vice President, Treasurer, and Secretary and such other officers with such powers and duties not inconsistent with the bylaws as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice President, may be held by the same person. The duties of the officers of this corporation wherein they are not specifically enumerated in these Bylaws shall be the duties specified by law as the usual duties of similar officers in similar nonprofit corporations.

Section 3.2 Election, Term of Office, and Qualifications. The President shall be elected annually by the Board of Directors, and the other offices shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the regular annual meeting of the Board of Directors. If the election of offices shall be delayed for any reason, such election shall be held as soon thereafter as convenient and each officer then holding an elective office shall continue to hold said office or offices until his or her successor shall have been duly elected.

Section 3.3 Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next regular annual meeting of the Board of Directors and until the election and qualification of his or her successor.

Section 3.4 President. The President shall be the general executive head of the corporation. The President shall preside at all meetings of the directors when present. The President subject to the control of the Board of Directors shall have authority to sign as President all documents in the name of the corporation. The President shall also perform all other duties incident to this office prescribed by law, by these Bylaws, or by special vote of the Directors.

Section 3.5 Vice President. At the request of the President, or in the event of the President's absence or disability, a Vice President, selected by the Board, may perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to the Vice President by the Board of Directors.

Section 3.6 Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require.

When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in case where the signing and execution thereof shall be expressly designated by the Board of Directors or by those Bylaws to some other office or agent of the corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the corporation to be kept for the purpose, full and accurate account of all moneys and obligations received and paid or incurred for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of the Treasurer.

Section 3.7 Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors. The Secretary may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors. In the absence of the Secretary, these duties may be performed by an assistance secretary, appointed by the Board.

Section 3.8 Cultural Center Executive Director. The Cultural Center Executive Director is responsible for the daily operation of the Cultural Center including planning, scheduling, staffing, policy implementation, accounting of operating expenses, staff supervision, evaluation and development, and light building maintenance. The Executive Director oversees both programming and fundraising for the Cultural Center. In addition, the Executive Director submits written reports to the Town Manager and the Cultural Center Board of Directors. The Executive Director works with considerable independence subject to the general employment supervision of the Town Manager. The Cultural Center Executive Director shall serve on the board as a non-voting ex officio Director.

Section 3.9 Personnel. The Newport Cultural Center operates within the parameters of a Public/Private relationship. "Public" is defined to include personnel management and the annual operational accounting under the Town of Newport. "Private" is all other concerns including but not limited to debt service, building use decisions, programming, and all other responsibilities as determined by the Board of Directors.

Section 3.10 Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meetings of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE 4 – MEMBERS

Section 4.1 Members. There shall be no members.

ARTICLE 5 – INDEMNIFICATION: INSURANCE

Section 5.1 Indemnity. The corporation shall, to the extent legally permissible, 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, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonable 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 that person has been finally adjudicated in any action, suit or proceeding not to have acted in good faith. Or in the reasonable belief that such persons' action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or pleas 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 such person's action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful. Provided, however, the corporation shall not indemnify any person with respect to any claim, issue, or matter asserted by or in the right of the corporation as to which that person is finally adjudicated to be liable to the corporation unless the court in which the action, suit or proceeding was brought shall determine that, in view of all the circumstances, that person is fairly and reasonably entitled to indemnity for such amounts as the court shall deem reasonable.

Section 5.2 Indemnity Against Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in the defense of any claim, issue or matter therein, that director, officer, employee or agent shall be indemnified against expenses, including attorneys, fees, actually and reasonably incurred by that director, officer, employee or agent in connection therewith.

Section 5.3 Determination. Any indemnification shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances and in the best interest of the corporation. That determination shall be made by the Board of Directors by majority vote of a quorum consisting of directors who are not parties to that 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.

Section 5.4 Payment of Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in the foregoing paragraph that, based on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct provided herein, upon receipt by the corporation of a written undertaking by or on behalf of the officer, director, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this Article.

Section 5.5 Insurance. By action of the Board of Directors, notwithstanding any interest on the Directors in the action, the corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another organization, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have the power or would be required to indemnify such person against such liability under the provisions of this Article or of the laws of the State of Maine.

ARTICLE 6 – AGENTS; COMMITTEES

Section 6.1: Agents. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

Section 6.2 Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of two or more directors. The Nominating Committee shall be charged with the responsibility of proposing a slate of Directors for open positions to be elected at the upcoming annual meeting of Directors.

Section 6.3 Other Committees. The Board of Directors may also designate such other committees as the Board deems necessary, which committees may consist of either members of the Board or other persons as designated in the resolution authorizing that committee. The designation of any such committee and the delegation to it of authority shall not relieve the Board of Directors or any member therefor of any responsibility imposed by law. The members of any such committee or committees appointed shall serve during the pleasure of the Board of Directors and each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee or committees and other matters relating to its procedure.

ARTICLE 7 – CONTRACTS; CHECKS, DEPOSITS, FUNDS

Section 7.1 Contracts. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

Section 7.2 Checks. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and be in compliance with the financial policies of the corporation.

Section 7.3 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 as the Board of Directors may select.

Section 7.4 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 8 – BOOKS AND RECORDS

Section 8.1 The corporation shall keep correct and complete books and records of all accounts and shall keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, which book, records, and minutes shall be kept by the Secretary of the Board of Directors or by other person duly appointed. Such records shall be kept at the registered office of the corporation and shall contain a record of the names and addresses of all the members of the Board of Directors and such committees. All books and records of the corporation may be inspected by any officer or director, or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE 9 – VOTING UPON STOCK OF OTHER CORPORATIONS

Section 9.1 Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE 10 – NONPROFIT STATUS

Section 10.1 Prohibition Against Sharing in Corporate Earnings. No Director, officer, or employee of, or member of a committee of, or 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 for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; 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. All directors of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, exclusively to the Town of Newport Maine which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 11 – AMENDMENTS

Section 11.1 Bylaws. The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

ARTICLE 12 – DISSOLUTION

Section 12.1 Manner of Dissolution. The corporation may be dissolved upon the adoption at a meeting of the Board of Directors of a resolution to dissolve by the vote of a majority of the Directors in office.

ARTICLE 13 – FEES

Section 13.1 Fees. The Board of Directors shall have authority to modify or amend all fees.

Adopted March 2012