

**BY-LAWS OF  
DOWNEAST ACADIA REGIONAL TOURISM, INC. (DART)**

**ARTICLE I – NAME**

The name of this organization is **DownEast Acadia Regional Tourism, Inc.** (hereafter in this document referred to as the **Corporation**), a nonprofit corporation organized under and operating subject to the laws of the State of Maine.

**ARTICLE II – PURPOSE**

The Corporation has been organized as a mutual benefit corporation pursuant to the Maine Nonprofit Corporation Act and shall be operated as a “business league” within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986 as that Code may be amended from time to time (the “Code”). As such, it has not been organized for profit and no part of its net earnings shall inure to the benefit of its parts or any private individual; provided, however, that nothing herein shall be construed to prevent it from providing reasonable compensation to those furnishing goods or services to it or on its behalf.

In furtherance of the aforementioned purposes, the purposes for which the Corporation is organized and shall exist shall include all purposes not inconsistent with the foregoing permitted by law that are not otherwise limited by the Articles of Incorporation or by the Bylaws, including, but not by way of limitation, the promotion of the common business interests of the Corporation’s participants.

Specifically, the Corporation is organized for the following purposes:

- To develop, market, and manage the DownEast Acadia region as a tourism destination.
- To carry out the functions of the officially designated regional recipient of tourism marketing grant funds from the Maine Office of Tourism (MOT) and to coordinate/cooperate with MOT on all tourism related issues. The Corporation subscribes to and supports the principles of the State Office of Tourism.
- To support the tourism industry in the region by providing opportunities for collaboration, education, product development and other programs to strengthen the position of the DownEast Acadia Region in the market.
- To advocate for the responsible use of the cultural, historical and natural resources of the Region.
- To coordinate/cooperate with any organization that has similar goals within and outside the region, including the other MOT designated regions and our Canadian neighbors.

**ARTICLE III – REGION OF COVERAGE AND LOCATION**

*SECTION 1 – REGION OF COVERAGE*

The Corporation covers Washington and Hancock Counties in the State of Maine.

The Region has official sub regions. The purpose of the sub regions is to facilitate the mission of the Corporation by encouraging collaboration and cooperation between members.

*SECTION 2 - LOCATION*

The principal office and place of business shall be central to both Washington and Hancock Counties. The Board of Directors will determine the location as appropriate under the circumstances at any given point in time.

## **ARTICLE IV – MEMBERSHIP**

### ***SECTION 1. – MEMBERS***

The membership of the Corporation will be open to any business organizations, non-profit corporations (such as, but not limited to Chambers of Commerce), academic institutions, or government entities having an interest in promoting tourism in the region.

To become a member of the Corporation, eligible organizations must submit a request in writing to the Board of Directors; the request must be approved by a vote of the Board.

There will be no limit to the number of members.

Membership in the organization may be revoked for non-payment of dues after 60 days of delinquency as outlined in the revocation policy. The board must vote on revocation of membership; the member will receive written notice of the action taken.

### **SECTION 2. - ASSOCIATE MEMBERS**

Businesses and Individuals who have an active interest in promoting tourism but do not meet the criteria in Section 1 (Members) may apply for Associate Membership subject to the same procedure as Members. Associate Members will be non-voting members. Associate Members may attend all meetings, participate on committees, and provide input to the organization, subject to Board approval. The Board will establish a dues structure not to exceed that of the Members.

## **ARTICLE V – ORGANIZATIONAL STRUCTURE**

### ***SECTION 1. – BOARD OF DIRECTORS***

The Board of Directors is the decision making body of the Corporation. The representatives appointed by the member organizations will comprise the Board of Directors of the Corporation. Both the representative and the alternate from each organization are welcome at all meetings, but only one is allowed to vote. An individual may represent more than one organization, but will have only one vote.

Board members are expected to attend regular and special meetings of the Corporation.

At any meeting where a quorum is present, a board member may vote in absentia via their organization's primary email account on record with the Corporation's office. Decisions to be made between meetings may transpire electronically, using a set protocol for discussion and voting.

Any Board member having a perceived conflict of interest on a particular matter will be asked to recuse themselves by a majority vote of the Board of Directors present.

### ***SECTION 2. – OFFICERS***

The Board of Directors will elect four officers, Chair, Vice-Chair, Secretary and Treasurer, from among the representatives for a term of one year. Elections will be held at the annual meeting each year. The Board of Directors may elect officers to fill vacancies for unexpired terms in the interim. The officers have the following duties:

Chair: The Chair shall have such powers and duties as are usually incident to the office of Chair of a corporation, including, but not limited to presiding over meetings, representing the corporation and such other powers as the Board of Directors may from time to time delegate.

Vice-Chair: The Vice-Chair shall perform such duties as may be prescribed by the Chair or Board of Directors and in the absence of the Chair exercise all powers and duties of the Chair.

Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and shall serve all notices for the corporation authorized by the Board of Directors, the President, or any other authorized officer. These duties may be delegated to other board members or staff at the discretion of the President or the Executive Committee.

Treasurer: The Treasurer shall direct the keeping of the accounts of the corporation and direct and attend to the depositing of funds and securities of the corporation in such depositories or with such custodians as the Board of Directors shall designate. Unless the Board of Directors by vote directs otherwise, the Treasurer may endorse for deposit or collection of all notes, checks, and other instruments payable to the corporation or its order, and may accept drafts on behalf of the corporation, unless some other person is specifically authorized by vote of the Board of Directors to do so.

### *SECTION 3. - EXECUTIVE COMMITTEE*

Members: There shall be an Executive Committee consisting of: Chair, Vice-Chair, Secretary, Treasurer, the Immediate Past Chair, the Fiscal Agent, and all standing Committee chairs.

Powers: The Executive Committee shall implement the policies established by the Board of Directors and is authorized to act on behalf of the Board when action is required and it is not convenient to call a meeting of the Board. Four members shall constitute a quorum – at least two members present to constitute a quorum shall be officers. The fiscal agent shall be an ex-officio, non-voting member.

Board Approval: Minutes of the meetings of the Executive Committee shall be kept and copies thereof shall be mailed to the members of the Board of Directors no later than five days before the next meeting of the Board, which shall approve such interim actions of the Executive Committee or take such other action as may be appropriate.

### *SECTION 4 – COMMITTEES*

The Corporation shall have standing committees and ad hoc committees to conduct its projects.

Committee members shall be appointed by the Chairman with approval by the Board of Directors. Appointees may include individuals from outside the Corporation whose involvement would benefit the goals of the Corporation.

STANDING COMMITTEES: Marketing, Fundraising, Symposium, and Membership/Outreach.

NOMINATING COMMITTEE: Appointed by the President by September of each year.

AD HOC COMMITTEES: Appointed as needed.

### *SECTION 5 - STAFF SUPPORT*

The Board of Directors may hire paid staff or may appoint volunteer staff to assist in carrying out the annual program of the Corporation. Any such staff will be supervised by the Executive Committee. The Executive Committee may want to appoint a contact person to handle routine supervisory tasks. Any salary or wage paid to such staff must be within the annual budget and approved by the Board of Directors.

*SECTION 6 – RESIGNATIONS; REMOVAL OF A BOARD MEMBER*

A Board Member may resign at any time by giving written notice to the Chairman or Secretary. A resignation takes effect on the date specified in the written notice, without further action by the Board. The Board of Directors may discipline or remove a board member for just cause including, but not limited to illegal activity, unprofessional conduct, or not acting in the best interest of the organization.

**ARTICLE VI – MEETINGS**

*SECTION 1 - REGULAR MEETINGS*

The Corporation shall hold regular quarterly meetings, with the dates determined by the Board of Directors. A minimum of 7 days notice is required for regular meetings.

*SECTION 2 - ANNUAL MEETING*

The 4<sup>th</sup> Quarter meeting will be the Corporation’s annual meeting or as may be determined by the Board of Directors.

*SECTION 3 - SPECIAL MEETINGS*

Special meetings of the Board of Directors or the Executive Committee may be called at any time by or at the request of the Chair or any three members of either the Board of Directors or the Executive Committee.

*SECTION 4 – QUORUM*

A quorum must be present to transact any business at any meeting of the Corporation. A quorum is constituted when, of the total membership, 25% are present or attending via telephone or electronic means for the meeting— at least two members present to constitute a quorum shall be officers. Once a quorum is established, a simple majority shall decide any matter except changes to the by-laws.

*SECTION 5 – VOTING*

At any meeting where a quorum is present, a member may vote electronically. Decisions to be made between meetings may transpire electronically, using a set protocol for discussion and voting.

**ARTICLE VII – CORPORATION FINANCES**

*SECTION 1 – FISCAL YEAR*

The fiscal year of the Corporation shall be from January 1 through December 31.

*SECTION 2 – BUDGET*

The Executive Committee shall compile a budget of estimated expenses for the ensuing year and submit it to the Board of Directors for the Board's information and approval at the annual meeting. This budget shall be the guideline measure of the Corporation. The budget may be amended by the Board of Directors.

### *SECTION 3 – DUES AND FEES*

Dues and fees may be determined by the Board of Directors.

### *SECTION 4 – DISBURSEMENTS*

Unless decided otherwise by a resolution of the Board of Directors, the Treasurer of the Corporation or the Corporation's fiscal agent, under the auspices of the Treasurer, is authorized to sign checks for the Corporation.

Any disbursements for unbudgeted expenditures must be approved by the Board of Directors.

### *SECTION 5 - COMPENSATION*

Members of the Board of Directors and the Executive Committee shall not receive a salary for their services but may receive reimbursement for their service-related expenses as approved by the Board of Directors.

### *SECTION 6 –INDEMNIFICATION and INSURANCE*

Indemnification: The Corporation shall indemnify any person who is made or threatened to be made a party to any proceeding, civil, criminal, administrative, or investigative, in that person's capacity as Director, officer, employee, or agent of the Corporation in accordance with the terms of Title 13-B MRSA 714, incorporated herein by reference.

Insurance: The Corporation shall have the power to purchase and maintain insurance 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 against any liability asserted against that person incurred or arising out of the person's actions on behalf of or status in connection with the Corporation, whether or not the Corporation would have the power to indemnify that person against liability under the indemnification section of this Article.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors present at a meeting at which a quorum is present, provided that at least seven days written notice is given of the intention to amend, alter, re-state or adopt new bylaws at such meeting.

## **ARTICLE IX – DISSOLUTION**

Dissolution: Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed 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)(6) of the Internal Revenue Code of 1986, as amended, or alternatively a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13B, of the Maine Revised Statutes as amended

## ARTICLE X-EQUAL RIGHTS

In complying with the spirit and letter of applicable laws and in pursuing its own goals of pluralism, DownEast Acadia Regional Tourism, Inc. shall not discriminate on the grounds of race, color, religion, sex, sexual orientation, national origin or citizen status, age, disability or veterans' status in employment, education and all other areas.

**EFFECTIVE DATE** - These amended Bylaws take effect immediately upon approval by the Board of Directors.

Date of Action: September 8, 2016

Date of Action: May 11, 2017

Date of Action: December 14, 2017