

**REVISED BYLAWS OF  
MAINE ODYSSEY OF THE MIND, INC.  
(As of 08/05/15)**

**ARTICLE 1**

Name

The name of this corporation shall be Maine Odyssey of the Mind, Inc., hereinafter referred to as MeOotM.

**ARTICLE II**

Purpose and Activities

Section 1

MeOotM is organized exclusively for the educational purpose of supporting creative problem solving activities in order to enhance the educational experiences and life skills of participants of all ages.

Section 2

In furtherance of the purpose stated above, MeOotM may:

- Participate in competitions sponsored by national and/or state organizations such as, but not limited to, the Odyssey of the Mind School Program;
- Plan and implement a consistent tournament structure for said competitions;
- Provide for training of competition participants;
- Serve as a conduit of information between the parent organization of the competition and local school districts and involved parents;
- Support the stated purpose and fall within the allowable scope of Section 501(c)(3) of the Internal Revenue Code of 1954, as it may be amended from time to time, including but not limited to:
  - To solicit, accept and collect pledges, donations, contributions, grants and gifts in cash or in property, and to take and to hold by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal and income for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

- o To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets on any terms and conditions as may be lawful.
- o To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the corporation.
- o To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and/or property of any nature in which the corporation may have an interest.
- o To give, contribute, pay or transfer any and all funds and assets of the corporation, from time to time, to organizations which are exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws).

### **ARTICLE III**

#### **Offices**

The principal office of the corporation shall be located at The Law Offices of Childs, Rundlett, Fifield, & Altshuler, LLC, 245 Deering Ave, Portland, Maine, 04103. The corporation may also have offices at such other places as the Board of Directors may from time to time determine or as the business of the corporation requires.

### **ARTICLE IV**

#### **Membership**

##### **Section 1**

Any Maine school (public, private, charter, or home school), educational program or organization, or other entity which holds a membership in a MeOotM-sanctioned problem-solving program is a member of the Corporation.

##### **Section 2**

Each member shall appoint a single individual to represent said membership.

##### **Section 3**

Any member may request to attend and/or place an item on the Board of Directors' meeting agenda. This request shall be made to the Association Director(s). The request shall be made no later than one week prior to any given meeting.

#### Section 4

No person, corporation or organization shall, on the basis of race, color, national origin, religion, sex, sexual orientation, physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the corporation.

### **ARTICLE V**

#### Fees

#### Section 1

Fees may be charged by MeOotM at local, regional and state levels.

#### Section 2

Fees will help defray the cost of tournaments and trainings, including, but not limited to, facility charges, student awards, certificates, materials, printing, mailing, and administrative charges.

#### Section 3

All fees will be determined by the Board of Directors of MeOotM

### **ARTICLE VI**

#### Board of Directors

#### Section 1

The Board of Directors for MeOotM (hereinafter referred to as the Board) shall be the governing body of the Corporation. It will be the responsibility of the Board to execute any and all policies for the MeOotM in accordance with Article II of its Bylaws.

#### Section 2

The Board consists of no more than 13 voting Directors, each director having one vote.

The voting Directors may consist of:

- Association Director(s)
- Secretary
- Treasurer
- Tournament Director
- Legal Counsel
- Training Coordinator
- Coaches Coordinator
- Director(s) At Large
- Communications Coordinator
- Recruitment Coordinator
- Student Director
  - There shall be up to three high-school age Board members. The majority vote of the Student Directors in attendance will constitute the single vote of the Student Directors.

The Board may consist of the following non-voting director(s):

- Director Emeritus

### Section 3

Directors of the Board shall serve without compensation, and shall be responsible for conducting the business of the Corporation and for planning and carrying out its programs.

### Section 4

The Corporation will not have any employees, and all individuals assisting the corporation in the pursuance of its activities shall do so volunteers.

### Section 5

The Board may create standing and ad hoc committees as needed. Committee Chairs shall be appointed by the Board of Directors.

### Section 6

The Board shall be responsible for:

- Setting and Implement policies and procedures;
- Reviewing and approving an annual budget;
- Authorizing the officers of the Corporation to enter into contractual obligations to or with outside agencies on behalf of the Corporation;
- Conducting the creative problem solving tournament(s);
- Assuming roles and responsibilities for tournaments, training and other programs; and
- Otherwise managing the affairs of the Corporation.

### Section 7

Elected Directors shall serve three-year terms. There shall be no restriction on the number of terms served, except as noted in Article 6, Sections 8, 9 and 10 below.

### Section 8

Directors At Large shall serve three-year terms with the option of running for a second consecutive three-year term. Director(s) At Large shall serve no more than two consecutive terms.

### Section 9

Student Directors shall serve two-year terms with the option to run for a second two year term with the terms expiring at the end of the two years or upon the students' graduation from high school, whichever occurs first.

### Section 10

Appointed Committee Chairs shall serve one-year terms. There shall be no restriction on the number of terms served.

### Section 11

All terms of service shall begin and end at an annual meeting.

## Section 12

The Board shall retain the right to alter the terms of service of the Association Directors to ensure that their terms are staggered.

## Section 13

If any elected Director of the Board vacates or is removed from their position, the Board may appoint a successor within sixty-days to serve until the next annual meeting.

# **ARTICLE VII**

## Removal from Office

### Section 1

Any Director may be removed at any regular or special meeting called for the purpose of removing a Director for any of the following:

- Nonfeasance
- Malfeasance
- Misfeasance
- Conduct detrimental to the interests of the Corporation
- Refusal to render reasonable assistance in carrying out Board business or assignments.

Proposal for the removal of any Director must be approved by a majority vote of the Board. A Director must make this motion.

### Section 2

Any Director proposed for removal shall be given two weeks written notice by certified mail prior to the meeting at which the removal is to be voted upon and shall be entitled to appear before and to be heard by the Board at such meeting. Notice shall include the reason(s) for the vote to remove.

### Section 3

In order to call for a vote, 2/3 of the Board must be present at the meeting with an affirmative 2/3 vote. Proxy privileges shall not apply.

# **ARTICLE VIII**

## Voting

### Section 1

Each Director in attendance at a Board meeting shall cast votes in accordance with Article VI, section 2. All issues shall be decided by a majority of all voting Directors present, except otherwise provided in these By-laws.

### Section 2

Unless stated otherwise herein, and at the discretion of the Association Director(s), a voting Director may assign a proxy vote in writing for specific issue(s) to a designated attendee.

### Section 3

Non-meeting voting may take place in accordance with Article IX, section 5.

### Section 4

At the annual meeting the current Board of Directors, Committee Chairs and Members, shall conduct elections for vacant Board of Director positions. No individual shall hold more than one vote.

## **ARTICLE IX**

### **Meetings**

### Section 1

The Board shall hold meetings as set forth annually. All Directors are expected to attend.

### Section 2

There shall be an annual meeting of the membership during each fiscal year. The Board will set the date, time, and place of the annual meeting. The membership will be informed of said meeting in a timely manner and may attend in accordance with Article IV section III.

### Section 3

The Board may request the attendance of Committee Chairpersons or other individuals at any Board meeting or a portion thereof.

### Section 4

At the discretion of the Association Director(s), the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications device by which all persons participating in the meeting can hear each other.

### Section 5

Any action required or permitted at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if two-thirds of the members of the Board or such committee, as the case may be, consent thereto in writing or electronic notification via e-mail, and such written consent, manual or electronic, is filed with the minutes of the proceedings of the Board or committee.

### Section 6

Special meetings of the Board may be called by an Association Director, or by three Directors then in office. A time and place of such meeting shall be chosen but need not, unless otherwise required by law or elsewhere in these bylaws, state the purpose of the meeting.

### Section 7

All meetings will be conducted under the guidelines established by Robert's Rules of

Order. The Association Director(s) may designate and or appoint a Parliamentarian to be responsible for advising the Board of Directors and the general membership regarding Robert's Rules of Order.

#### Section 8

Board meetings may be held at such places within the State of Maine as stated in these bylaws or as the Board may specify from time to time. In all instances, a quorum is required and shall consist of a majority of the duly elected or appointed voting Directors. Notice of said meetings will be given by any reasonable means at least 10 days in advance. In the event that a special need arises, the Board may schedule a meeting as soon as possible.

### **ARTICLE X**

#### Indemnification and Liability

##### Section 1

The corporation shall 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 (other than an action by or in the right of the corporation) by reason of the fact that he/she 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 corporation, partnership, joint venture or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

##### Section 2

The Corporation may purchase (upon resolution duly adopted by the Board of Directors) 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 as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him against such liability, with the exception as to those matters for which the individual shall be adjudged to be liable to the corporation.

##### Section 3

Neither members nor Directors shall be personally liable for the debts, liabilities, or other obligations of the corporation.

##### Section 4

Notwithstanding any of the foregoing, to the extent that indemnification under this Article VII would result in a prohibited transaction or an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws), such indemnification is prohibited

## **ARTICLE XI**

### Dissolution

MeOotM may be dissolved upon a two-thirds affirmative vote of a meeting of the Board of Directors.

Upon the dissolution of MeOotM, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine.

At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall at no time participate in or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of any candidate for public office.

If the corporation is found to be a private foundation, as that term is defined in Section 509 of the Code, the corporation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

If the corporation is found to be a private foundation, as that term is defined in Section 509 of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

No member, director, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

The corporation shall not carry on any activities not permitted to be carried on by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE XII**  
Amendment

These Bylaws may be amended when necessary by a two-thirds affirmative vote at a meeting of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**ARTICLE XIII**  
Conflict and Separability

If the provisions of these Bylaws are in conflict with the Corporation's Articles of Incorporation, the Articles of Incorporation shall take precedence. If any portion of the Bylaws is found to be invalid or unenforceable, for whatever reason, the remainder of the Bylaws shall still be effective.

Further, any references in the Bylaws to the Articles of Incorporation shall refer to the actual founding document, which was filed with the State of Maine, to establish itself as a legal entity.

All references to sections of the Internal Revenue Code, refer to the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of future IRS tax codes.

**ARTICLE XIV**  
No Capital Stock

The Corporation shall not issue capital stock.

**ARTICLE XV**  
Certification

These By-laws were approved at a meeting of the Board of Directors, by a unanimous vote on this day, \_\_\_\_\_ of \_\_\_\_\_ .

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Secretary

Date