

COLLOQUY DOWNEAST

Amended and Restated Bylaws

As Approved by
the Steering Committee

on

March 11, 2014

Colloquy Downeast

Bylaws

ARTICLE I

Name, Location and Corporate Seal

Section 1.1 Name. The name of this Corporation shall be COLLOQUY DOWNEAST, and it shall be located in [Blue Hill], County of Hancock, State of Maine.

Section 1.2 Seal. The corporate seal shall be the common wafer seal unless otherwise determined by the Steering Committee.

ARTICLE II

Purpose

Section 2.1 Purpose. The purposes of this Corporation shall be as set forth in the Articles of Incorporation, as the same may be amended from time to time.

Section 2.2 Powers. This Corporation shall have all the powers, rights and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act, but shall engage only in such activities as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

Membership

Section 3.1 Designation of Members. The Corporation shall not have members.

ARTICLE IV

Steering Committee

Section 4.1 General Powers. The affairs of the Corporation shall be governed by its Board of Directors, which shall be called for all purposes the Steering Committee, consisting of no less than five (5) nor more than fifteen (15) members.

Section 4.2 Qualification and Term. Members of the Steering Committee shall serve terms of three years, renewable for second terms of three years. After two successive terms, a one-year break in service is required before members may be reelected for further terms. They will be elected by a majority of the other members of the Steering Committee at the Annual Meeting of the Corporation. Members of the Steering Committee need not be residents of the State of Maine. If a member of the Steering Committee is not present at three consecutive regular meetings of the Steering Committee, that member, upon a majority vote of the Steering Committee members present at a regular meeting, may be requested to resign from the Steering Committee. Upon such request, that member will be considered to have resigned, creating a vacancy on the Steering Committee.

Section 4.3 Regular Meetings. Meetings of the Steering Committee, regular or special, may be held at any location within or without the State of Maine. The Steering Committee may provide by resolution the time and place for the holding of regular meetings of the Steering Committee without the necessity for notice other than such resolution.

Section 4.4 Special Meetings. Special meetings of the Steering Committee may be called by the Chairperson of the Corporation, or by any two members of the Steering Committee.

Section 4.5 Annual Meeting. The Annual Meeting of the Corporation shall be held during the month of June at such time and place as shall be set by the Steering Committee.

Section 4.6 Notice. Except as otherwise provided in Section 4.3 above, notice of any regular meeting of the Steering Committee shall be given at least ten (10) days prior thereto and notice of any special meeting of the Steering

Committee shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail, electronic mail, or fax to each member of the Steering Committee at his or her address as shown on the records of the Corporation. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Attendance of a member of the Steering Committee at any meeting shall constitute a waiver of notice of such meeting, except when a member of the Steering Committee attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Steering Committee need be specified in the notice or waiver of notice of such meeting, unless the applicable provisions of the Maine Nonprofit Corporation Act or these bylaws so require.

Section 4.7 Quorum. Five (5) members of the Steering Committee shall constitute a quorum for the transaction of business at any meeting of the Steering Committee. Unless specifically provided otherwise in these bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Steering Committee.

Section 4.8 Vacancy. Any vacancy occurring in the Steering Committee by reason of a member's death, resignation or removal from office may be filled by the Steering Committee. A member of the Steering Committee elected to fill a vacancy shall begin to serve immediately upon election and shall serve until the next Annual Meeting of the Corporation. This initial, interim period of service shall not be counted as part of the member's first three-year term.

Section 4.9 Informal Action by Members of the Steering Committee. Any action which may be taken or which may be required by Maine law to be taken at a meeting of the Steering Committee may be taken without a meeting if all the members of the Steering Committee sign a written consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Steering Committee's meetings and shall have the same effect as a unanimous vote of the Steering Committee.

Section 4.10 Meetings by Conference Telephone. Members of the Steering Committee may participate in a meeting of the Steering Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE V

Officers

Section 5.1 Election and Term. The Officers of this Corporation (who shall be selected from Steering Committee members) shall consist of a Chairperson, a Vice-Chairperson, a Treasurer, a Secretary and such other officers or assistant officers as the Steering Committee deems necessary. The Chairperson shall fill the statutory office of president. All Officers shall be elected annually by the Steering Committee at the Annual Meeting. Any two or more offices may be held by the same person; except that the offices of Chairperson and Vice-Chairperson may not be held by the same person. New offices may be created and filled at any meeting of the Steering Committee.

Section 5.2 Removal. Any Officer may be removed by the Steering Committee whenever in its judgment the best interest of the Corporation will be served thereby.

Section 5.3 Vacancies. A vacancy occurring in any office may be filled by the Steering Committee.

Section 5.4 Chairperson. The Chairperson shall be the principal executive officer of the Corporation, subject to the control of the Steering Committee. The Chairperson shall have general supervision of the affairs of the Corporation, when present shall preside at meetings of the Steering Committee, and generally shall perform the duties usually incident to the office of president or prescribed by law or vote of the Steering Committee.

Section 5.5 Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson if the Chairperson is unable to do so, and he or she shall perform such other duties as may be assigned by the Steering Committee.

Section 5.6 Secretary. The Secretary shall, to the extent required by these bylaws, notify all members of the Steering Committee of all regular and any duly called special meetings of the Steering Committee. Notice shall be furnished in the manner provided by these bylaws. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Steering Committee.

Section 5.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for all monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in accordance with Article VII; and in general shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Steering Committee.

ARTICLE VI

Committees and Task Forces

Section 6.1 Generally. The committees of the Corporation shall consist of a Nominating Committee and such other committees as may be established by the Steering Committee. The chairperson of each such committee shall be appointed by the Chairperson.

Section 6.2 Nominating Committee. There shall be a Nominating Committee consisting of three persons, all of whom are appointed by the Chairperson with the approval of the Steering Committee. The chairperson shall not be an Officer of the Corporation, and the Chairperson and Vice-Chairperson of the Corporation may not be members of the Nominating Committee. At least one week in advance of the Annual Meeting (and promptly after the occurrence of a vacancy on the Steering Committee), the Nominating Committee shall present proposed nominations for the slate of officers of the Corporation and to fill existing or anticipated vacancies on the Steering Committee. Additional nominations may be made from the floor at the Annual Meeting.

Section 6.3 Committee Members. Committee members shall be appointed by the Chairperson and each member shall serve at the pleasure of the Steering Committee.

Section 6.4 Quorum. Unless otherwise provided in the resolution of the Steering Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 7.1 Contracts. The Steering Committee may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by law or these bylaws, 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 specific instances.

Section 7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Steering Committee.

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 selected and approved by the Steering Committee. Such funds shall be deposited in one or more FDIC-insured accounts unless otherwise specifically authorized by the Steering Committee.

Section 7.4 Investments. The Corporation shall have the right to invest and reinvest any funds held by it in a manner approved by the Steering Committee.

Section 7.5 Gifts. The Steering Committee 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 VIII

Books and Records

Section 8.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of each meeting of the Steering Committee. All books and records of this Corporation may be inspected by any member of the Steering Committee, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year.

ARTICLE X

Prohibition Against Sharing in Corporate Earnings; Dissolution

Section 10.1 Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Steering Committee or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to the Corporation in carrying out one or more of its purposes), and no member of the Steering Committee or Officer of the Corporation, or any private individual, shall be entitled to any of the corporate assets on dissolution of the Corporation.

Section 10.2 Distribution of Assets Upon Dissolution. Upon dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after payment of all of its liabilities shall be distributed exclusively to one or more organizations, to be identified in the sole discretion of the Steering Committee, which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable,

eleemosynary, benevolent or educational corporation within the meaning of the Maine Nonprofit Corporation Act, as amended.

ARTICLE XI

Exempt Activities

Section 11.1 Exempt Activities. Notwithstanding any other provision of these bylaws, no member of the Steering Committee, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may be hereafter amended.

ARTICLE XII

Seal

Section 12.1 Seal. The seal of the Corporation may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon.

ARTICLE XIII

Amendments to Bylaws

Section 13.1 Amendments to Bylaws. These bylaws may be amended by majority vote of the members of the Steering Committee at any regular meeting or at any special meeting, if the written notice for such meeting states that one of the proposed actions is the amendment of these bylaws.

ARTICLE XIV

Indemnification

Section 14.1 Indemnification. The Corporation shall have the power to indemnify and, without formal action by members of the Steering Committee or other persons, shall indemnify any Officer or member of the Steering Committee, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and members of the Steering Committee, such as employees, agents or other persons acting for or on behalf of the Corporation may be made only on the affirmative vote of the Steering Committee in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as member of the Steering Committee, officer, employee or agent of the Corporation, or of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any of the above stated capacities, or arising out of his or status as such, whether or not the Corporation would have the power to indemnify such person.

Date Adopted: March 11, 2014

/s/ David Porter

Secretary
