

YORK HARBOR READING ROOM FOUNDATION

BYLAWS

ARTICLE I OFFICES AND PURPOSE

Section 1. Registered Office. The registered office of the York Harbor Reading Room Foundation, a Maine nonprofit corporation (the "Corporation"), shall be in the County of York, State of Maine.

Section 2. Other Offices. The Corporation also may have offices at such other places both within and without the State of Maine as the Board of Directors of the Corporation (the "Board" or the "Directors" and each member thereof a "Director") may from time to time determine or the business of the Corporation may require.

Section 3. Purposes. The purposes of the Corporation shall be to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), including, but not limited to, the preservation of the York Harbor Reading Room building, which is on the National Register of Historic Places.

ARTICLE II MEMBERS

Section 1. Members. The Corporation shall not have members. All powers that applicable law provides to members shall be exercised by the Board.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number; Composition. The number of Directors that shall constitute the Board shall not be less than five (5) nor more than nine (9). The Directors may fix such number from time to time by adopting a resolution to such effect. Except for the initial Directors appointed by the Incorporator of the Corporation (the "Initial Directors") and Directors elected to fill unexpired terms, the Directors shall be elected each year at a meeting of the Board of Governors of the York Harbor Reading Room (the "Annual Director Election Meeting") which shall immediately follow the annual meeting of the shareholders of the York Harbor Reading Room, in accordance with Article III, Section 2 below. Except for the Initial Directors, each Director shall serve for a term which commences on the date of such Director's election to the Board and expires at the Annual Director Election Meeting in the third year following the year of such Director's election to that term; provided, however, Directors elected to fill unexpired terms shall serve for a term equal to such unexpired term. In the event of a vacancy on the Board created by the resignation of a Director or otherwise before the end of a Director's term, the Board of Governors of the York Harbor Reading Room shall appoint a successor Director to serve for the remainder of the unexpired term. No Director shall serve more than three (3)

consecutive full terms, and thereafter such Director shall not be eligible for election as a Director until the Annual Director Election Meeting in the year following the last year of his or her last term. As a prerequisite and condition to serving on the Board, each Director (i) shall be a member, in good standing, of the York Harbor Reading Room and (ii) shall have demonstrated interest and/or expertise in historic preservation.

Section 2. Election. Except for the Initial Directors or Directors elected to fill unexpired terms, the election of Directors shall be held each year at the Annual Director Election Meeting. To the extent there is a vacancy on the Board or a Director term which shall expire at the next Annual Director Election Meeting (each an “Open Board Seat”), the President of the York Harbor Reading Room shall appoint, at least sixty (60) days before the Annual Director Election Meeting, a nominating committee (the “Nominating Committee”) to nominate candidates for election as Directors to fill any such Open Board Seat. The Nominating Committee shall be composed of three (3) persons, not more than one (1) of whom shall be a Governor of the York Harbor Reading Room. The Nominating Committee’s slate of nominations shall be delivered to the Secretary of the York Harbor Reading Room at least thirty-two (32) days before the Annual Director Election Meeting. At the Annual Director Election Meeting, Directors shall be elected to fill the Open Board Seats upon a majority vote of the Board of Governors of the York Harbor Reading Room.

Section 3. Resignation; Removal. A Director may resign at any time by giving written notice to the Board or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective. A Director may be removed from office with or without cause by the unanimous vote of all other Directors then in office at a duly called meeting of the Directors with notice of the proposed removal or by a majority vote of the Board of Governors of the York Harbor Reading Room.

Section 4. Vacancies. Vacancies and newly created directorships resulting from resignations, removals or any increase in the authorized number of Directors shall be filled by a majority vote of the Board of Governors of the York Harbor Reading Room in accordance with Section 1 above, and the Directors so chosen shall hold office until their successors are duly elected and shall qualify, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by the Maine Nonprofit Corporation Act (the “MNCA”).

Section 5. General Powers. Except as otherwise provided herein, the MNCA or the Articles (as defined below), the business and affairs of the Corporation shall be managed by the Board, which shall have and exercise full power in the management and conduct of the business and affairs of the Corporation, provided, however, that the Board shall not be authorized to engage in any activity that would cause the Corporation to cease to qualify as an organization described in Section 501(c)(3) of the Code.

Section 6. Compensation. The Directors shall not be paid a fee for attending any meeting of the Board.

Section 7. Financial Commitments. The Board shall approve all notes, mortgages or other financial obligations in excess of \$2,500 incurred by or on behalf of the Corporation.

ARTICLE IV
MEETINGS OF DIRECTORS

Section 1. Place and Time of Meetings. The Board may hold meetings, both regular and special, either within or without the State of Maine, at such time and place as shall be fixed by the vote of the Directors from time to time. The President shall preside over meetings of the Board.

Section 2. Annual Meeting. The first meeting of each newly-elected Board (the “Annual Meeting”) shall be held immediately following the Annual Director Election Meeting which elected such Board. Each such Annual Meeting shall be held at the same location as such Annual Director Election Meeting and no notice of such meeting shall be necessary to the newly-elected Directors in order to legally constitute the meeting, provided a quorum shall be present. In the event of the failure of the Board to hold such Annual Meeting at the time and place provided in the previous sentence, the Annual Meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board or as shall be specified in a written waiver signed by all of the Directors.

Section 3. Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as from time to time shall be determined by the Board.

Section 4. Special Meetings. Special meetings of the Board may be called by the President at such times and places, within or without the State of Maine, as he or she shall designate, upon notice to each Director in accordance with Article VI. Special meetings shall be called by the Secretary in like manner and on like notice on the written request of two (2) of the Directors then in office.

Section 5. Quorum. At all meetings of the Board, a majority of all Directors shall constitute a quorum for the transaction of business. 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, except as otherwise may specifically be provided by the MNCA or in the Corporation’s Articles of Incorporation (the “Articles”). If a quorum not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum be present.

Section 6. Consent. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or a committee thereof, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the such Board or committee; provided, however, that such electronic transmission or transmissions must either set forth or be submitted with information from which it can be determined that the electronic transmission or transmissions were authorized by the Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 7. Meetings by Conference Telephone. Any meetings provided for herein may be held by conference telephone or other communications equipment by means of which all

persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE V COMMITTEES OF DIRECTORS

Section 1. Committees. The Board may, by resolution passed by a majority of the whole Board, designate one (1) or more committees, each committee to consist of one (1) or more of the Directors. The Board of Directors may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

Section 2. Participation by Non-Board Members. Persons who are not members of the Board may be appointed as non-voting members of Board committees or may be appointed to advisory committees established from time to time by the Board, to provide advice and counsel to the Board or its committees.

Section 3. Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

ARTICLE VI NOTICES

Section 1. Form of Notice. Whenever, under the provisions of the MNCA, the Articles or these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given verbally in person, verbally by telephone (including, without limitation, by leaving verbal notice on a message or recording device), or in writing. If in writing, notice shall be delivered personally, by mail (addressed to such Director, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same is deposited in the United States mail), by facsimile transmission (directed to the facsimile transmission number for which the Director has consented to receive notice), by electronic mail (directed to such electronic mail address to which the Director has consented to receive notice), or by other form of electronic transmission pursuant to which the Director has consented to receive notice. If notice is given verbally in person, verbally by telephone, or in writing by personal delivery, by facsimile transmission, by electronic mail, or by other form of electronic transmission pursuant to which the Director has consented to receive notice, then such notice shall be given on not less than twenty four (24) hours' notice to each Director. If written notice is delivered by mail, then it shall be given on not less than three (3) calendar days' notice to each r Director.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the MNCA, the Articles or these Bylaws, such notice need not be given to such Director if waived by him or her in writing or by electronic transmission, whether before or after such meeting is held, or if he or she shall sign the minutes or attend the meeting, except that if such Director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, then such Director shall not be deemed to have waived notice of such meeting. If waiver of notice is given by electronic transmission, such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Director.

ARTICLE VII OFFICERS

Section 1. Officers. The Board shall elect from among the Directors the Officers of the Corporation provided in these bylaws. The Officers of the Corporation shall initially be a President, a Vice President, a Secretary, a Treasurer, and a Preservationist. The Board may appoint such other Officers and agents as it shall deem necessary who shall hold their offices for such terms and exercise such powers and perform such lawful duties as shall be determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles or these Bylaws otherwise provide.

Section 2. Appointment. The Board at each Annual Meeting, shall choose a President, one (1) or more Vice Presidents, a Secretary, a Treasurer, a Preservationist, and any other Officers deemed necessary by the Board.

Section 3. Term, Removal, and Vacancies. The Officers of the Corporation shall hold office until their successors are chosen and qualify. Any Officer elected or appointed by the Board may be removed as an Officer at any time by the affirmative vote of a two-thirds (2/3) of the Board. Any vacancy occurring in any office of the Corporation shall be filled by the Board.

Section 4. President. The President shall be the Chief Executive Officer of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform the duties that usually pertain to this office. The President shall preside over meetings of the Board. When so directed by the Board, the President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by the MNCA or any other applicable law otherwise to be signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation.

Section 5. Vice President. In the absence of the President, or in the event of the inability or refusal of the President to act, the Vice President, or in the event that there be more than one (1) Vice President, the Vice Presidents in the order designated by the Board (or in the absence of any designation, then in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other lawful powers as the Board may from time to time prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the Board and record all the proceedings of the meetings of the Corporation and of the Board in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board, and shall perform such other lawful duties as may be prescribed by the Board or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any other Officer to affix such seal of the Corporation and to attest the affixing by his or her signature.

Section 7. Assistant Secretary. The Assistant Secretary, if any, or if there be more than one (1), the Assistant Secretaries in the order determined by the Board (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other lawful duties and have such other lawful powers as the Board may from time to time prescribe. The Assistant Secretary shall have authority to affix the corporate seal of the Corporation to any instrument requiring it and, when so affixed, it may be attested by his or her signature.

Section 8. Treasurer. The Treasurer shall have the custody of all funds, notes, bonds, and other evidences of property of the Corporation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall arrange for disbursements of the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond (which shall be renewed every year) in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control and belonging to the Corporation. The Treasurer shall supervise the Corporation's timely preparation and filing of financial statements and tax filings.

Section 9. Assistant Treasurer. The Assistant Treasurer, if any, or if there be more than one (1), the Assistant Treasurers in the order determined by the Board (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other lawful duties and have such other lawful powers as the Board may from time to time prescribe.

Section 10. Preservationist. The Preservationist shall assist the President and the Board with advice in the preparation of a no less than annual review of the potential projects and their associated expenses to maintain the historic York Harbor Reading Room building which is on the National Register of Historic Places.

ARTICLE VIII
INDEMNIFICATION

Section 1. Non-derivative Actions. Subject to Section 3 of this Article VIII and only if indemnification would not result in the application of the tax imposed by Section 4958 of the Code, 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 (hereinafter, a “Proceeding”) (other than a Proceeding by or in the right of the Corporation) by reason of the fact that he is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, manager, or member of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, without limitation, service with respect to an employee benefit plan (collectively, “Another Enterprise”), against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such Proceeding, provided he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit of proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. Subject to Section 3 of this Article VIII and only if indemnification would not result in the application of any tax under Section 4958 of the Code, 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 Proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member or manager of Another Enterprise against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such Proceeding, provided he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except that no indemnification shall be made in respect of any Proceeding as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such Proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination of Propriety of Indemnification. Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be, and that indemnification would not result in the application of any tax under Section 4958 of the Code. Such determination shall be made (a) by the Board by a majority vote of the Directors who are not parties to such Proceeding even though less than a quorum, (b) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum, or

(c) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion. To the extent, however, that a present or former Director or Officer of the Corporation has been successful on the merits or otherwise, in defense of any Proceeding described above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection therewith, without the necessity of authorization in the specific case.

Section 4. Right to Apply to Court. Notwithstanding any contrary determination in the specific case under Section 3 of this Article VIII, and notwithstanding the absence of any determination thereunder, any Director or Officer may apply to any court of competent jurisdiction in the State of Maine for indemnification to the extent otherwise permissible under Sections 1 and 2 of this Article VIII. The basis of such indemnification by a court shall be a determination by such court that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Section 1 or 2 of this Article VIII, as the case may be and that indemnification would not result in the application of any tax under Section 4958 of the Code. In any such proceeding, a party in good faith seeking indemnification shall be entitled to reimbursement of his or her expenses (including, without limitation, reasonable attorneys' fees, if it is determined that such person is ultimately entitled to indemnification). Notice of any application for indemnification pursuant to this Section 4 shall be given to the Corporation promptly upon the filing of such application.

Section 5. Advancement of Expenses. With respect to any person made or threatened to be made a party to any threatened, pending or completed Proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, the Corporation shall pay the expenses (including, without limitation, attorneys' fees) incurred by such person in defending such threatened, pending or completed Proceeding in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII; provided, however, that with respect to a Proceeding initiated by a Director or Officer of the Corporation (including, without limitation, a person serving at the request of the Corporation as a director, officer, partner, member or manager of Another Enterprise) against the Corporation, such Director or Officer shall be entitled under this Section 5 to the payment of expenses (including, without limitation, attorneys' fees) incurred by such person in defending any counterclaim, cross-claim, affirmative defenses or like claim of the Corporation in connection with such Proceeding in advance of the final disposition of such Proceeding only if such Proceeding was authorized by the Board.

Section 6. Non-exclusive Right; Amendment of Article. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of disinterested Directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, as to action in his or her official capacity and as to action in another capacity. The provisions of this Article VIII shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 or 2 of this Article VIII but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the MNCA or otherwise. No amendment to the Articles or these Bylaws shall operate retroactively to eliminate or otherwise diminish any right

to indemnification or advancement of expenses that existed at the time of the occurrence of any conduct subject to a threatened or pending action. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Contract Rights. With respect to any person made or threatened to be made a party to any Proceeding, by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member or manager of Another Enterprise, the rights to indemnification and to the advancement of expenses conferred in Sections 1, 2 and 5 of this Article VIII shall be contract rights. Any amendment, repeal, or modification of, or adoption of any provision inconsistent with, this Article VIII (or any provision hereof) shall not adversely affect any right to indemnification or advancement of expenses granted to any person pursuant hereto with respect to any act or omission of such person occurring prior to the time of such amendment, repeal, modification, or adoption (regardless of whether the Proceeding relating to such acts or omissions is commenced before or after the time of such amendment, repeal, modification, or adoption).

Section 8. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member or manager of Another Enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power or the obligation to indemnify him or her against such liability under the provisions of this Article VIII.

Section 9. “Corporation” Defined. For purposes of this Article VIII, references to the “Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including, without limitation, any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, partner, member or manager of Another Enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 10. Severability of Article. If this Article VIII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director or Officer of the Corporation as to expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement with respect to any Proceeding, whether internal or external, including, without limitation, a grand jury proceeding and an action or suit brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article VIII that shall not have been invalidated, or by any other applicable law.

ARTICLE IX
GENERAL PROVISIONS

Section 1. Dissolution or Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the assets of the Corporation shall be distributed as provided in the Articles.

Section 2. Annual Statement. The Board shall present at each Annual Meeting, a full and clear statement of the business and condition of the Corporation.

Section 3. Contracts. The Board may authorize any Officer or Officers or agent or agents of the Corporation, in addition to the Officers so authorized by 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 may be confined to specific instances.

Section 4. Checks. 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 or such other person or persons, and in such manner, as the Board from time to time may determine by resolution. In the absence of such determination by the Board, such instruments for an amount in excess of \$1,000 shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 5. 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 may select; provided, however, that this Section 5 of Article IX shall not be construed as allowing the Board to authorize the retention of any funds in any manner that would prevent the Corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.

Section 6. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation; provided, however, that this Section 6 of Article IX shall not be construed as allowing the Board to accept any gifts in any manner that would prevent the Corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.

Section 7. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December in each year unless the Board shall determine otherwise.

Section 8. Seal. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Maine". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X
AMENDMENTS

These Bylaws may be altered or repealed at any regular meeting of the Board, or at any special meeting of the Board if notice of such alteration or repeal be contained in the notice of such special meeting; provided, however, that in any event, no such amendment or repealer shall permit the addition or deletion of any provision the inclusion or absence of which, as the case may be, would cause the Corporation to cease to qualify for exemption from taxation under Section 501(c)(3) of the Code.

Dated as of May ____, 2009.

[END OF BYLAWS]