

BYLAWS:
Trails End Festival

ARTICLE I - GENERAL

Section 1.1. Name: The name of the corporation (the “entity”) is **Trails End Festival**. The name of the entity may be changed by amendment of its Articles of Incorporation, and its subsequent Bylaws.

Section 1.2. Registered Agent: The Registered Agent of the entity shall be the person designated in the Articles of Incorporation, provided that the Board of Directors (the “board” or “directors”) shall have the power to change the identity of the Registered Agent from time to time through an appropriate filing with the Maine Secretary of State.

ARTICLE II - PURPOSE

Section 2.1. General Purpose: The purpose of this entity shall be as set forth in the Articles of Incorporation, and may be amended from time to time. The mission of the **Trails End Festival** is:

(a) To benefit the public at large by providing events/music. The **Trails End Festival** is an annual festival held in Millinocket, ME, celebrating the end of the Appalachian Trail, Katahdin region, and outdoor recreation community.

Section 2.2. Powers: This entity shall have all such powers as are authorized under Maine law except as otherwise limited by the board.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons: All the assets and income of the entity shall be used exclusively for its corporate purposes, and no part thereof shall benefit any elected board member. All time contributed to the entity by elected board members is considered volunteer work, and where any transaction of compensation is strictly prohibited unless otherwise stated in **Section 4.8**.

Section 2.4. Dissolution: If the entity is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the entity, all of its monetary assets remaining after payment of all of its liabilities shall be distributed solely to the **Maine Appalachian Trail Club (MATC)** via check and addressed to:

Treasurer
Maine Appalachian Trail Club
PO Box 7564
Portland, ME 04112

Or current registered mailing address

Any remaining physical assets will be distributed to one or more organizations by the board, upon determination said organization(s) is/are recognized by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 2.5. Tax Exempt Status: It's intended that the entity shall acquire and continue to have the status of a corporation which is exempt from Federal and State income tax under Section 501(c)(3) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

ARTICLE III - MEMBERSHIP

Section 3.1. Classes of Membership: The entity shall contain no separate classes of voting members. Each director/officer and board member shall hold a single equal vote of power on matters for the entity. Voting members of the board can be identified as one class, holding either a 'Director/Officer' or a 'Board Member' title when present at the time of a vote during a meeting, and said meeting was established with proper quorum.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. Management by Board: The affairs of the entity shall be managed by its Board of Directors, which may exercise all powers of the entity, all lawful acts, and all actions necessary to carry out the purpose of the entity. The board shall also assist the President in all matters in which they desire their cooperation or advice.

Section 4.2. Number of Directors: The number of Directors shall not be less than three (3) nor more than seven (7) as also stated in the Articles of Incorporation. Amendment of the Bylaws via unanimous consent can constitute a change in the maximum allowed number of directors, but shall not be amended below the required minimum of (3) directors as stated by Maine law.

Section 4.3. Election and Term of Office: The Directors shall be elected initially by the Incorporators at the first annual meeting of the entity, and by current sitting Directors thereafter, and as follows:

(a) Each Director/Officer shall be elected to serve for a one (1) year term of office, or until their successor has been duly nominated and elected. The term of each Director/Officer shall commence at the end of the Annual Meeting during which such Director/Officer is elected. Directors, and corresponding offices, are established by a simple majority vote.

Section 4.4. Vacancies: Any vacancy occurring on the board may be filled temporarily by the affirmative vote of a simple majority of the remaining Directors. A person so appointed by the Board shall serve until the next Annual Meeting.

Section 4.5. Removal of Directors: Any Director who misses three board meetings in a fiscal year during their term without an excuse deemed justifiable by the President may be removed from the Board by a majority vote of the Board. Such Director shall be notified of the impending vote and be allowed to speak to the Board prior to the vote. The Board may suspend or remove a Director at any time, with cause, by a two-thirds (2/3) vote of the Directors then in office. Such cause must be dated, recorded with the Secretary, with a voluntary signature from the removed Director acknowledging the cause of removal requested.

Section 4.6. Resignation: Any Director may resign at any time by giving written notice to the President of the entity. Such resignation shall take effect on the date of the receipt or at any later time specified in such notice.

Section 4.7. Compensation: Directors shall serve the entity during their terms without compensation. The board may approve funds to defray the unexpected expenses of a board member, only in the event that the cause of the expense is an emergency, and without it would cause liability to the entity, such as but not limited to, prohibiting the festival or events therein from occurring.

Section 4.8. Loans to Directors, Officers, and Members Prohibited: The entity shall make no loans to any Incorporator, Director/Officer, or Member.

Section 4.9 Board Members: Persons desiring to assist the organization in a personal capacity may do so, are duly elected directors with voting power by the current sitting board, but does not hold an officer position, and is forbidden from carrying out any administrative functions set forth in **Sections 6.1, 6.3, 6.4, 6.5, and 6.6**. This clause does not limit the powers of members to exercise their voting rights as outlined in **Sections 5.6 and 6.2**.

ARTICLE V - MEETINGS

Section 5.1. Annual Meeting: The board shall meet annually, for the purpose of electing the new Directors and Officer role(s). The Annual Meeting shall normally be held in January as deemed appropriate given the current Directors' schedules.

(a) The President shall provide at least a fourteen (14) day notice of the date and time of the Annual Meeting to the current sitting Directors of the entity.

Section 5.2. Regular Meetings: Regular meetings of board may be held with reasonable notice to all Directors at such time and at such place as determined by the board. Regular meetings are open to the public, and participation by the public at large in the maintenance of the entity should be highly encouraged.

Section 5.3. Special Meetings: Special Meetings of the board may be called by the President of the entity on their own motion, or upon written request of any board member, and held not less

than twenty-four (24) hours before the requested time of the special meeting. Directors must be duly notified either in person, by electronic mail, or by telephone.

Section 5.4. Waiver of Notice: Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws, notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

(a) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5. Directors' Participation by Telephone: The board or any committee of the board may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the board member or committee member at such meeting.

(a) Notice of such meeting shall give each Director or committee member the telephone number/URL link/service at which they may participate in the meeting. Reasonable notice of such a meeting shall also be provided to the board, and information shall be provided so the public may participate in any such meeting. It is anticipated that any telephonic meetings only be held if absolutely necessary.

Section 5.6. Manner of Acting: Except as specified by law or these Bylaws, the board shall act by a simple majority vote of the Directors present at any duly called and held meeting at which a quorum is present. Each Director shall have one (1) vote per item of business.

Section 5.7. Board Action by Unanimous Consent: Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if each Director consents to such action described in writing setting forth the action so taken, signed by all of the Directors, and filed with the minutes of the meetings of the board.

Section 5.8. Informal Action by Directors: Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Associations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the board if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary officer of this entity within twenty-one (21) days of such specific action.

Section 5.9. Quorum; Adjournment: For meetings of the board, a simple majority of the Directors then in office shall constitute a quorum for the transaction of business. At no time can less than three (3) members constitute a quorum. If a quorum shall cease to be present at any

duly called or held meeting of Directors at which a quorum was once present, the Directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At the adjourned meeting, the Board may transact any business that might have been transacted at the meeting at which the adjournment was taken.

Section 5.10. Conduct of Meeting and Record of Meetings: The President of the entity, or in their absence, the Vice President or, in their absence, the Treasurer or, in their absence, any Director chosen by the Directors present, shall call meetings of the board to order and shall act as the presiding officer for the meeting. The Secretary, or if not present, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.11. Notice: Whenever under the provisions of the statutes, Articles of Incorporation, or these Bylaws, notice is required to be given to any Director. Such notice must be given in writing by personal delivery, electronic mail, or telephone, at the address, email address, or phone number last supplied to the entity by such Director. Notification via mail is not an unacceptable method of notification, and is not preferred to ensure the continued and efficient maintenance of the entity.

Section 5.12. Proxy Voting: The board may come to consensus on voting matters via electronic communication such as - group chat, cell phone conference, or other form of messaging - when a quorum is present and meeting called as outlined in **Section 5.9**. A record of such voting matters and outcomes will be added to the minutes set for review at the following scheduled board meeting.

ARTICLE VI - OFFICERS

Section 6.1. Officers: The Officers of the entity's board shall be a President, a Vice President, a Treasurer, a Secretary, a Health and Safety Officer, and such other officers as the board may from time to time designate. The President, Vice President, Treasurer, Secretary, and Health and Safety Officer, shall be elected by the Board each year during its Annual Meeting. A Director can hold more than one Office, except that the role of the President, Treasurer, and Secretary are unique, and which no combination thereof can be held by a single person. The offices of the President, Treasurer, and Secretary are required to be filled before any official business can be conducted under the entity.

Section 6.2. Term and Removal of Officers or Members: The Officers of the entity's board shall hold office for a term of one (1) year or until their successors have been duly nominated and elected, but this provision shall not be construed as prohibiting an individual from holding an Office for two or more consecutive terms. Any Officer may be removed with cause at any time by an affirmative vote of a majority of the Directors then in office at a duly called and noticed meeting. Any vacancy occurring in any office of the entity shall be filled by vote of the Directors. Elected 'Board Members' do not hold an office role as indicated in **Section 4.9**, but are entitled to hold a term of membership of one year.

Section 6.3. President: It shall be the duty of the President to take active administrative charge of all affairs of the entity during their term in office. The President shall preside at all regular and special meetings of the entity, appoint all necessary committees in concurrence of the board, arrange all details for the programs of regular and special meetings, select the date and place of such meetings with the concurrence of the board, and in general be responsible for the orderly conduct of the affairs of the entity. The President shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of the President.

Section 6.4. Vice President: It shall be the duty of the Vice President to preside at all regular and special meetings in the absence of the President and to assist them whenever requested. The Vice President, when established, can also perform all duties incident to the office of the President, in the event the President is unable to perform the duties due to illness, or geographic constraints.

Section 6.5. Treasurer: The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements, and books belonging to the entity; and deposit all monies and other valuable effects in the name and to the credit of the entity, in such depositories as may be designated by the board.

(a) They shall disburse the funds of the entity as 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 shall require, an account of their transactions as Treasurer, and of the financial condition of the entity. The Treasurer shall make a complete financial report of the affairs of the entity at each Annual Meeting. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them. The Treasurer will work with the President to ensure tax records, forms, and reports are prepared and filed timely with all necessary parties to ensure the fiscal stability and non-profit status of the entity remain intact.

Section 6.6. Secretary: The Secretary shall keep historical records of all meetings of the entity and the board. The Secretary shall be responsible for keeping all additional documentation necessary for the administration and management of the entity, and shall be responsible for providing required notice of meetings to the board, and the public. The Secretary shall provide all written records of the entity to their successor.

Section 6.7. Health and Safety Officer: The Health and Safety Officer shall make recommendations to the board of any and all best practices, suggestions, and concerns related to the health and safety of the public at large participating in the festival and its events. The Health and Safety Officer will also serve as the liaison between the entity, the Town of Millinocket, Maine as the host community, as well as any local or regional medical service that serves the public at large during the festival and its events, for any and all health-related matters.

ARTICLE VII - COMMITTEES

Section 7.1. Committees: The President may establish committees in concurrence with the board and may delegate, to the extent permitted by law, to such committee or committees all the authority of the board, or any such portion of authority, as it deems appropriate to assist in the management of the entity. Volunteers not elected as 'Director/Officers' or 'Board Members' may also be appointed and serve on committees under the authority of a director, however, do not have voting rights and are not legally considered part of the "board". Volunteers are essential in the production of festival activities and events. Their contributions are greatly appreciated but Volunteers are not considered a different class of membership, and do not hold any official representation.

ARTICLE VIII - FINANCES

Section 8.1. General: The Treasurer is authorized to collect and disburse entity funds under general principles set by the board and laws of the State of Maine. The Treasurer is charged with auditing these accounts and making the annual financial report. Any and all financial reports can be requested by a board member at any time, and must be produced by the Treasurer timely.

Section 8.2. Checks/Debit: All checks, debit transactions, or demands for money and notes of the entity, shall be signed/processed by the Treasurer with approval from the board. The President shall be authorized to sign checks/process debit transactions for the entity in the event of an emergency, except that any check/debit for an amount exceeding \$1,000 will require a second signature/authorization from the Treasurer in writing and filed with the Secretary of the entity.

Section 8.3. Financial Commitments: No person serving on the board shall financially benefit from any contract or transaction unless otherwise stated in Section 4.8.

Section 8.4. Fiscal Year: The fiscal year of the entity shall start on **January 1st**, and end on **December 31st** each calendar year, unless otherwise fixed by resolution of the board.

Section 8.5. Affiliations: The board may affiliate at any time with any person, local, state, and national organizations, for the benefit of the entity's success, and such affiliations must be documented, and if compensation is required, duly authorized by the board and remitted via the Treasurer by the contract end date or predetermined schedule.

ARTICLE IX - LIABILITY: INDEMNIFICATION:

Section 9.1. Indemnification: The entity shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. (the "Act"), indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or

proceeding brought by or in the right of the Association to procure a judgment in its favor) by reason of the fact that that person is or was a Director of the entity, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement. This Section is subject to the limitations set forth in **Section 9.2**.

Section 9.2. Limitations on Indemnification: No indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that that person's action was in the best interests of the entity or, with respect to any criminal action or proceeding, had reasonable cause to believe that that 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 plea 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 his action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 9.3. Requirement of Indemnification: Any provision of **Sections 9.1, 9.2 or 9.4** to the contrary notwithstanding, to the extent that a Director has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in **Section 9.1**, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this **Section 9.3** may be enforced by a separate action against the Association, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he was successful on the merits or otherwise.

Section 9.4. Procedure: Any indemnification under **Section 9.1**, unless ordered by a court, shall be made by the entity only as authorized in the specific case upon a determination that indemnification of the Director is proper in the circumstances because that person has met the applicable standard of conduct set forth in **Section 9.1** and **Section 9.2**. That determination shall be made by the board by a majority vote of a quorum consisting of Directors who were not parties to such 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. Such a determination, once made by the board may not be revoked by the board, and upon the making of such determination by the board, the Director may enforce the indemnification against the entity by a separate action notwithstanding any attempted or actual subsequent action by the board.

Section 9.5. Expenses: Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the entity in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in **Section 9.4** that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by **Section 9.1** and **9.2**. Those persons making such

determination may, in their discretion, require such person to provide the following to the Association:

- (a) A written undertaking by or on behalf of the Officer to repay that amount if that person is finally adjudicated:
 - (i) Not to have acted honestly or in the reasonable belief that the person's action was in or not opposed to the best interests of the Association;
 - (ii) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person's conduct was unlawful; and
- (b) A written affirmation by the Officer that the person has met the standard of conduct necessary for indemnification by the entity as authorized in this section.

The undertaking required by Paragraph (a) shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

Section 9.6. Enforceability: The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, trustee, partner or fiduciary and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to indemnification may be enforced by a separate action against the entity, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 9.7. Insurance: The entity shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Association would have the power to indemnify that person against such liability under this Article. This clause also extends to acquiring general liability insurance to protect the public at large while attending festival events, or to seek a sponsor of insurance rights in the event the entity does not own a current policy.

Section 9.8. Background Checks: To ensure safety and to protect the liabilities of the organization, its officers, and the public-at-large; all affiliates of the organization - board directors, officers, and volunteers - will be required to complete a background check. The board has full discretion and adjudication on the results of the background check in regard to the participation of the individual in organization affairs.

ARTICLE X - CONFLICTS OF INTEREST

Section 10.1. General: As set forth in this Sections 10.2 through 10.4, a transaction may be approved by the Directors (or a committee thereof) notwithstanding a conflict of interest either if the transaction is fair at the time it was entered into, or if the material facts of the transaction and the director's or officer's interest are disclosed or known to the Board of Directors (or a committee thereof), when they approve the transaction.

Section 10.2. "Conflict-of-Interest Transaction" Defined: A conflict-of-interest transaction is a transaction in which a Director of a corporation has a direct or indirect financial interest. For the purposes of this section, a Director has an indirect interest in a transaction if:

- (a) Another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or
- (b) Another entity of which the Director is a director, officer or trustee and a party to the transaction.

Section 10.3. Procedure for Approval: A transaction in which a Director of the entity has a conflict of interest may be approved before or after consummation of the transaction as follows:

(a) The Board or committee may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the Director's interest are disclosed or known to the Board or committee of the Board. A conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of those Directors who do not have a conflict of interest with respect to the transaction (the "Disinterested Directors"), but such a transaction shall not be approved by a single Director. If a majority of the Disinterested Directors of the entity then in office vote to approve the transaction, then a quorum shall be deemed to be present.

Section 10.4. Disclosure; Manner of Acting: The Directors shall guide their conduct with respect to conflict-of-interest transactions through implementation of the following procedural safeguards:

(a) Prior to taking their position on the Board of Directors and annually thereafter, each Director shall submit in writing to the President of the entity a list of all businesses and other organizations of which the Director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with at least 5% interest in all outstanding voting shares, employee or agent with which the Association has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The President shall become familiar with the statements of all Directors in order to guide their conduct should a conflict arise. The Treasurer of the entity shall be familiar with the statement filed by the President.

(b) At such time as any matter comes before the board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by

the Director's written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote thereon. In the event that such Director fails to withdraw voluntarily, the President is empowered to and shall require that the affected Director remove themselves from the room during both the discussion and vote on the matter. In the event the conflict of interest affects the President, the Treasurer is empowered to and shall require that the President remove himself or herself in the same manner, and for the duration of discussion and action on the matter, the Treasurer shall preside.

(c) If the matter is the item of business for which a special meeting of the board was called, the affected Director shall not be counted to establish a quorum, nor shall he or she participate in the deliberations or vote thereon.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws adopted by the board at an Annual or Special Meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is provided to members in writing 30 days prior to the meeting. Adoption of an amendment shall require a unanimous vote of the Directors present.

ARTICLE XII - EFFECTIVE DATE

These Bylaws shall take effect from the time of their adoption.

Date Effective:

4-2-2025

Secretary Name:

Thomas M. Malcolm

Secretary Signature:

Thom. M. Malcolm

Adopted: 1/23/2023

Amended: 1/8/2024

Amended: 4/2/2025