

**BYLAWS OF
MID-COAST JUNIOR GOLF ASSOCIATION, INC.
As amended January 28, 2004**

ARTICLE I NAME, SEAL, AND OFFICES

1.1 Name: The name of this corporation is "MID-COAST JUNIOR GOLF ASSOCIATION."

1.2 Offices: The registered office of the corporation shall be the office of the Registered Agent of the Corporation, who shall be a resident of Maine. The corporation may have offices at such other places as the Board of Trustees may from time to time determine.

ARTICLE II PURPOSES, STATEMENT OF MISSION

2.1 Purposes: The corporation is organized and its affairs shall be conducted exclusively for charitable, educational and benevolent purposes as specified in section 501(c)(3) of the Internal Revenue Code and 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) or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer or other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRS section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRS section 501(c)(3), or corresponding provisions of

any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose.

2.2 Mission. The goal of the corporation is to promote and develop the game of Golf, its history and traditions, by providing clinics, equipment, educational events, tournaments and general access for Junior Players in the Mid-Coast region of the State of Maine, regardless of their gender, race, religion, sexual preference, or social or economic background; and, based on their merit and the availability of funds, to provide certain, academic scholarships to its graduating members. To the corporation's best economic ability, no one shall be excluded from its programs due to the lack of equipment, dues or entry fees.

ARTICLE III MEMBERS

3.1 Members: The corporation shall not have voting members. Nevertheless, the Board of Trustees may authorize all qualified persons, after completion of designated application and payment or waiver at its discretion of any fees or dues, to be designated as members of the Mid-Coast Junior Golf Association for purposes associated with the objectives and mission of the corporation.

ARTICLE IV BOARD OF TRUSTEES

4.1 Classes of Trustees. There shall be three classes of trustees:

- (a) **Standing Trustees** are the working Golf Professionals from the mid-coast golf facilities who are participating in the programs of the corporation. Upon notification from a participating golf facility, Standing Trustees are automatically appointed by virtue of their position at the facility, shall continue as Standing Trustees for an indefinite term as long as their golf facility participates, and are entitled to vote.
- (b) **Elected Trustees** are subject to nomination and election by the Board of Trustees and their term is prescribed herein. They are entitled to vote.
- (c) **Advisory Trustees** are, from time to time, elected by the Board of Trustees. The Board shall determine the number of Advisory Trustees and their terms. Advisory Trustees may attend board meetings, join in discussions, and serve on committees but shall not chair committees nor vote.

4.2 Board of Trustees: The voting members of the Board of Trustees shall consist of Standing Trustees and Elected Trustees and shall be a number not less than 11. The Board of Trustees shall have authority to increase or decrease the number of trustees by resolution of the Board from time to time without amendment of this section of these Bylaws, except that the number of trustees shall not be less than 11.

4.3 Corporate Powers. All of the corporate powers of the corporation shall be exercised by the Board of Trustees, except to the extent specifically provided otherwise by law or by these Bylaws. Specifically, the Board of Trustees may appoint such agents and representatives of the corporation, including Advisory Trustees, with such powers and to perform such acts or duties on behalf of corporation as the Board of Trustees may see fit. Additionally, the Board of Trustees may authorize officers or agents to enter into contracts and to execute and deliver such instruments in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.

ARTICLE V TERM AND ELECTION OF TRUSTEES

5.1 Nomination. Each year, at least three regular Board of Trustees meetings prior to the Annual Meeting, the President shall appoint a Nominating Committee of three or more Trustees, which may include Advisory Trustees. It shall be the duty of this committee to find, qualify, and nominate candidates for each anticipated vacancy among Elected Trustees and to present these candidates to the Board as official nominees sufficiently in advance of the Annual Meeting so that current trustees can adequately review the suitability of the nominees before voting.

5.2 Duration of Term of Office. The term of Elected Trustees shall be two years. To the extent possible, the terms of one half of the Elected Trustees shall expire in even-numbered years and one-half in odd-numbered years. Terms of all Trustees shall expire at the close of the annual meeting of the corporation in the last year of such trustee's term, provided, however, that a trustee shall remain in office, beyond the expiration of his or her term, until such time as a successor shall be duly elected and shall have assumed office.

5.3 Election. Elected Trustees shall be elected at a meeting duly called for such purpose by a majority of a quorum of three-quarters of then-qualified voting Trustees.

5.4 Assumption of Office. Elected Trustees shall assume office upon the expiration of their predecessor's term; if there is no predecessor, a newly-elected trustee shall assume office immediately.

5.5 Removal of Trustees. Any Trustee of the corporation may be removed from office with or without cause by the affirmative vote of a majority of all the other members of the Board of Trustees.

5.6 Vacancies. The Board of Trustees may fill any vacancy among the trustees, including a vacancy caused by death, disability, removal, resignation, ineligibility, or otherwise, by appointing a successor trustee to serve the remainder of the vacating trustee's term. The Trustees may fill a vacancy even if they lack a quorum to decide other matters.

ARTICLE VI MEETINGS

6.1 Annual Meeting of the Corporation. The annual meeting of the corporation shall be held for the purpose of electing Trustees and for the transaction of such other business as may properly come before the meeting and shall be held between June 1st and October 1st of each year and in such place within the mid-coast region as the Board of Trustees shall designate.

6.2 Board of Trustees Regular Meetings. Regular meetings of the Board of Trustees of the corporation shall be held quarterly, unless otherwise scheduled by the Board of Trustees, at the principal office of the corporation or at such other place within the mid-coast region and on such dates and at such times as the Board of Trustees may determine by resolution.

6.3 Special Meetings. Special meetings of the trustees may be called at any time by the President and must be called by the President upon receipt of a written request from any three voting Trustees, and shall be held at the principal office of the corporation or at such other place in the mid-coast region as the President calling the meeting shall designate. No business shall be transacted at special meetings save that which is specified in said special meeting notice. Meetings for trustees by telephone conference call shall be permitted, upon proper notice, provided that a quorum of trustees participates in any such conference call and that a written record of such meeting, signed by all members participating, is prepared and kept as a record.

6.4 Notice of Meetings. Unless waived by written consent, signed by a quorum of Trustees, notice of the time, place, manner, and purpose or purposes of annual, regular or special meetings shall be given or served personally or by regular mail or email upon each Trustee not less than seven (7) days prior to the date of the meeting. Such notice, if mailed, shall be directed to each trustee at the trustee's address or email address as it appears on the books of the corporation. The President shall send, or cause to be sent, notice of meetings.

6.5 Quorum. The quorum necessary to conduct business at any meeting of the Board of Trustees shall be five. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the corporation. Either in the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. At least 12 hours' notice of the date of the postponement shall be given to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

6.6 Voting. At any meeting of Board of Trustees, each person qualified to vote shall be entitled to one (1) vote in person.

6.7 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees, or any committee thereof, may be taken without a meeting, if prior or subsequent to such action, a written consent to such action is signed by all Trustees or by all members of such committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board of Trustees or of the committee.

6.8 Contracts and Services. The trustees and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they also may be acting as individuals, as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, trustees, or otherwise. However, any contract, transaction, or act on behalf of the corporation in a matter in which any trustee or officer is personally interested as a stockholder, director, trustee, or otherwise shall be disclosed to the trustees, conducted at arm's length, and shall not violate the proscription in the corporation's Articles of Incorporation against the corporation's use or application of its funds for private benefit. Further, the interested trustee

shall not be permitted to vote on such matter but he or she shall be deemed to be present for purposes of determining whether a quorum is present to vote on the matter. In addition, no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code. In no event, however, shall any person or other entity dealing with the trustees or officers be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction, or other action.

ARTICLE VII COMMITTEES OF THE BOARD OF TRUSTEES

7.1 Committees. From time to time the Board of Trustees may authorize by resolution setting forth purpose, term and reporting requirements such standing committees and ad hoc committees as the Board shall deem necessary.

7.2 Appointment. All committee members shall be appointed by the President with the advice of the Board of Trustees. Non-trustees shall be eligible for appointment to all committees but may not serve as the chairperson of any committee in the absence of specific authorization by the Board of Trustees.

7.3 Executive Committee. There shall be an Executive Committee consisting of the officers of the corporation. The Executive Committee shall have the power to act on behalf of the Board of Trustees during the intervals between meetings of the Board of Trustees; provided, however, that the Board of Trustees retains the authority to limit or define the scope of the actions to be performed by the Executive Committee and specifically providing that the Executive Committee, may not:

- (a) Make, alter or repeal any bylaw of the corporation;
- (b) Elect or appoint any trustee, or remove any officer or trustee;
- (c) Amend or repeal any resolution previously adopted by the Board.

Meetings of the Executive Committee may be called at any time by the President on any mutually agreeable notice. The President with input from other members of the Executive Committee shall develop and distribute prior to meetings an agenda for such meetings. Written records of the actions of the Executive Committee shall be maintained by the Secretary.

ARTICLE VIII OFFICERS

8.1 Officers; Term; Election. The officers of the corporation shall consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer. All officers shall be elected from among members of the Board of Trustees. In addition, the trustees may appoint or elect assistant officers and other officers, who need not be trustees, and such assistant officers and other officers shall have such duties and powers as are determined by the Board of Trustees. Officers shall be elected by a majority vote of a quorum of the Board of Trustees at the Annual Meeting or at the next, earliest meeting after the Annual Meeting for a term of one year and shall hold office until their successors are duly elected and assume office. There shall be no limit on the number of consecutive terms any other officer may serve.

8.2 Vacancies. The Board of Trustees by majority vote shall elect a new officer to fill any vacancy occurring by death, disability or resignation and the officer so elected shall serve out the term of the officer he or she is replacing.

8.3 President. The President shall be the chief executive officer of the corporation, with general charge and supervision of the affairs of the corporation, including presiding at all meetings of the Board of Trustees and of the Executive Committee, and shall do and perform such other duties as may be assigned by the Board of Trustees. Upon authorization by the Board of Trustees, the President may sign contracts or agreements in the name of and on behalf of the corporation.

8.4 Vice-President. At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law, a Vice-President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned by the Board of Trustees. Upon authorization by the Board of Trustees, a Vice President may sign contracts or agreements in the name of and on behalf of the corporation.

8.5 Secretary. The Secretary shall be in charge of such of the corporation's books, documents and papers, have custody of the corporate seal, and generally perform the duties incident to the office of Secretary as well as duties assigned by the Board of Trustees. In the absence of a recording secretary, the Secretary shall keep the minutes of all meetings. When so authorized or ordered by the Board of Trustees, the Secretary shall affix the seal of the corporation.

8.6 Treasurer. The Treasurer, and such assistants as the Board of Trustees may authorize, shall have custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. When necessary or proper the Treasurer, and such duly authorized assistants, may endorse for collection on behalf of the corporation checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or other depository as the Board of Trustees may designate. The Treasurer, and such duly authorized assistants, shall sign all receipts and vouchers and, subject to such regulations as may be imposed by the Board of Trustees, sign all checks of the corporation. The Treasurer shall be responsible for assuring that a complete and accurate financial records of the corporation are maintained and that all required reports to governmental entities are timely completed and filed. Upon request of any trustee, the Treasurer shall make available the books and records of the corporation at a reasonable time at the offices of the corporation or other appropriate location.

8.7 Removal. Any officer of the corporation may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of all the members of the Board of Trustees at any duly called and qualified meeting of the Board of Trustees.

ARTICLE IX FISCAL YEAR

9.1 Fiscal Year. The fiscal year of the corporation shall run from January 1st to December 31st.

ARTICLE X INVESTMENTS

10.1 Investment and Reinvestment. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds of the corporation, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the corporation if such action would result in the denial of the corporation's income tax exemption under section 501(c)(3) of the Internal Revenue Code.

10.2 Commingling. Subject to any limitations, conditions, or requirements which may be a part of any gift to the corporation, the Board of Trustees shall incorporate as assets of the corporation all property received and accepted by the

corporation and, in its sole discretion, determine whether to commingle such assets with any other assets of the corporation or maintain such assets in designated funds or accounts.

ARTICLE XI INDEMNIFICATION

11.1 Indemnification by Corporation. Each present and future member of the Board of Trustees and each present and future officer of the corporation and each present and future member of any committee of the Board of Trustees, and the legal representatives of such persons, shall be indemnified by the corporation to the fullest extent permitted by the Maine Nonprofit Corporations Act, as may be amended from time to time.

ARTICLE XII AMENDMENTS

11.1 Amendments to Bylaws. The Board of Trustees shall have the power to amend these Bylaws by affirmative vote of two thirds (2/3) of the all the members of the Board of Trustees at any duly called and qualified meeting of the Board of Trustees.

April 11, 2000