

BYLAWS
OF
Maine Fair Trade Campaign

ARTICLE I: NAME

The name of the Corporation is Maine Fair Trade Campaign or MFTC (hereinafter “MFTC”)

ARTICLE II: PURPOSE

MFTC shall be organized and operated exclusively to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code.

MFTC’s primary purpose shall be to conduct education, organizing, and advocacy to advance principles of fair trade and economic justice in the state of Maine and beyond that promote widely shared prosperity, health, human dignity and environmental responsibility.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(4) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

MFTC is a coalition made up of entities that support and further its purposes. Any entity is eligible for Coalition Membership, provided that it: (a) is based in Maine, is engaged in activities in Maine or has members in Maine; (b) is willing to endorse MFTC’s mission and vision; and (c) is willing to be listed as a member on public documents of the MFTC.

Section 2: Coalition Member Rights. All Coalition Members shall enjoy the following rights:

- (a) the right to nominate a representative on the Board of Directors, in accordance with Article IV, Section 6; and
- (b) the right to attend meetings of the Board of Directors (but not to vote on any such matters, except through representative Directors nominated and approved in accordance with Article IV, Section 6).

Section 3: Dues. Membership dues shall be set by the Board of Directors (or delegated by the Board to the staff) and may include a sliding scale to accommodate smaller organizations.

Section 4: Withdrawal, Removal and Expiration of Membership. Any Coalition Member may withdraw at any time by delivering notice of withdrawal in writing to the Corporation at its principal office. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Coalition Member may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. A letter explaining the reasons for removal shall be sent to the Coalition Member at least seven (7) days before such a vote. The Coalition Member being considered for removal may also submit a letter to the Board explaining why it should remain in the coalition or offering a resignation. In the event a Member fails to pay required dues within one hundred eighty (180) days of any due date, MFTC reserves the right to terminate said membership.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers and Duties. The Board of Directors shall manage and direct the affairs, activities, and property of MFTC. The Board of Directors is responsible for hiring and evaluating staff; financial sustainability of the organization; educating their respective members and the membership of other Coalition Members on MFTC's issues; and being involved in the specific campaigns to the extent possible.

Section 2: Number.

The number of Directors may vary, with a minimum of three (3) and a maximum of one hundred (100).

Section 3: Terms and Election.

The term of office for Directors shall be one year without a limit on the number of terms.

Section 4: Resignation

Any Director may resign at any time by submitting a written resignation to the Board President. Any Director representing a Coalition Member whose membership has been withdrawn, removed, or expired in accordance with Article III, Section 4 shall automatically be treated as having resigned as a Director.

Section 5: Removal.

Any Director may be removed, with or without cause, by a vote of two-thirds of the Directors then in office. A letter explaining the reasons for removal shall be sent to Directors at least seven (7) days before such a vote. The Director being considered for removal may also submit a letter to the Board explaining why he or she should remain on the board or offering a resignation.

Section 6: Nomination and approval.

Coalition Members may nominate a representative from their entity to serve on the Board of Directors. The nominee must agree to the duties and responsibilities of the Board. The Board of Directors shall vote on the nomination at the next regular meeting. The Board will affirm the Board make-up in its entirety once a year at the Annual Meeting.

At anytime during the year a Coalition Member may add a Director or fill a vacancy created by departing Director representing that Coalition Member, in accordance with the nomination and approval process set forth in this Article IV, Section 6.

Section 7: Quorum and Action.

A quorum consists of the Directors present at that meeting, provided at least one third of the Directors are present.

Section 8: Decision making

Decisions shall be made by consensus. However, if the board cannot come to consensus, a two-thirds majority vote is required. There shall be no proxy voting.

Section 9: Regular Meetings.

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors or MFTC staff and noticed to each Director at least five (5) days prior to said meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Board shall meet at least four times annually.

Section 10: Special Meetings.

Special Meetings of the Board of Directors shall be held at the call of the President or the Executive Director or Coordinator, or at the call of the Secretary upon the written request of at least one-third of the Board of Directors. Notice of such meetings, indicating the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by mail, fax, or email at least three (3) days prior to the Special Meeting.

Section 11: Conference calls as an alternative meeting venue.

Any regular or special meeting of the Board of Directors may be conducted as a conference call or similar communications equipment, provided that all Directors participating can hear and speak to each other during the meeting. Participation in a meeting pursuant to this section shall constitute the presence in person at such meeting.

Section 12: Compensation

Directors shall not receive salaries for their Board services but may be reimbursed for reasonable expenses related to board service.

Section 13: Action By Consent.

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, including email or fax, setting forth the

action to be taken or so taken, shall be signed and approved by at least 2/3 of the Directors.

Section 14. Executive Session. At any meeting of the Board of Directors, an Executive Session at which only Directors and/or certain employees shall be present may be called for discussion of sensitive or confidential issues such as personnel, legal matters, or transaction negotiations. Formal decisions made at said Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting.

ARTICLE V: COMMITTEES

Section 1: Committees.

The Board of Directors may establish committees as it deems necessary and desirable. Committees will serve in an advisory capacity and make recommendations to the Board of Directors.

Section 2: Decision making for Committees.

Decisions shall be made by consensus. If the committee cannot come to consensus, a two-thirds majority vote is required.

ARTICLE VII: OFFICERS

Section 1: Titles.

The officers of this corporation shall be the President, the Treasurer, and the Secretary.

Section 2: Nomination and Election.

Any director may nominate any other director to serve as an officer. The Officers shall be elected to serve one year terms at the first meeting of the Board each year. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3: Vacancy.

If an office is vacated, all directors shall be notified and that office shall be filled by the Board of Directors not later than the first regular meeting following notice of the vacancy.

Section 4: Other Officers.

The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5: President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President, through consent of the Board of Directors, may delegate powers and duties to MFTC staff.

Section 6: Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform or be responsible for delegating the following duties:

- (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions;
- (b) provision for notice of all meetings of the Board of Directors;
- (c) authentication of the records of the corporation;
- (d) any other duties as may be prescribed by the Board of Directors.

Section 7: Treasurer

The Treasurer shall have overall responsibility for all corporate funds. The treasurer shall perform or be responsible for delegating the following duties:

- (a) keeping of full and accurate accounts of all financial records of the corporation;
- (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- (c) disbursement of all funds when proper to do so;
- (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and
- (e) any other duties as may be prescribed by the Board of Directors.

If the Treasurer does delegate a significant portion of his or her duties, he or she shall request and review updates and financial records quarterly.

ARTICLE VII: ANNUAL MEETING

MFTC shall hold an Annual Meeting of the Coalition Members once a year. All Directors, Coalition Members, and, when possible, membership of Coalition Members shall be invited to attend.

ARTICLE VIII: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act, or its corresponding future provisions, with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect of such obligations for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

ARTICLE IX: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a two-thirds majority vote of Directors present, if a quorum is present. Prior

to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE X: NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a Director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

ARTICLE XI: DISSOLUTION

The Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

DATE ADOPTED: