

Maine Seafood Alliance, Inc.

BY-LAWS

Effective March 14, 2006

ARTICLE I

Name, Location and Offices

SECTION 1: Name: The name of the corporation is the Maine Seafood Alliance, Inc.

SECTION 2: Location: The Corporation shall be located and shall maintain its principal office at 87 Milbridge Road, Cherryfield and may maintain offices in such other places as the Board of Directors may from time to time appoint.

ARTICLE II

Purpose

The Corporation has been organized as a mutual benefit corporation pursuant to the Maine Nonprofit Corporation Act and shall be operated as a “business league” within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986 as that Code may be amended from time to time (the “Code”). As such, it has not been organized for profit and no part of its net earnings shall inure to the benefit of its Members or any private individual; provided, however, that nothing herein shall be construed to prevent it from providing reasonable compensation to those furnishing goods or services to it or on its behalf.

In furtherance of the aforementioned purposes, the purposes for which the Corporation is organized and shall exist shall include all purposes not inconsistent with the foregoing permitted by law that are not otherwise limited by the Articles of Incorporation or by the Bylaws, including, but not by way of limitation, the promotion of the common business interests of its Members.

Specifically, the Corporation is organized for the following purposes:

- To promote confidence and cooperation among persons engaged in the seafood industry in Maine;
- To represent and advocate for persons engaged in the seafood industry in Maine;
- To establish high standards of quality and consumer safety within the seafood industry in Maine;
- To promote any and all activities relating to the seafood industry and its continuing growth;
- To offer guidance, support and assistance to persons engaged in the seafood industry in Maine; and
- To do all such other lawful acts as may be deemed beneficial to those engaged in the seafood industry in Maine.

ARTICLE III
MEMBERSHIP

There shall be four classes of voting Members of the Corporation. The four classes of Members shall be:

- Individual Harvesters
- Certified Seafood Dealers/Processors
- Non-certified Dealers
- Contributing Member or Affiliate Group(i.e. local shellfish committees)
- Associate members, which shall include any other business, organization or individual wishing to support the seafood industry.

The information required by 13-B M.R.S.A. § 402, is as follows:

(a) The initial Members of the Corporation shall be those individuals elected, or otherwise appointed, by the Directors to the four classes of Members of the Corporation prior to its adoption of Bylaws in a manner determined by the Directors of the Corporation and additional individuals may become Members of the Corporation from time to time upon satisfaction of such criteria as may be specified in the Bylaws and as the Directors may establish at their discretion and election or appointment by, or in a manner provided by, the Directors pursuant to the Bylaws.

(b) Members shall serve for terms of one year renewable annually upon payment of current Membership fees and dues as well as satisfaction of any criteria for continued Membership as the Bylaws may specify, or as the Directors may determine from time to time. The Secretary of the Corporation shall maintain a roster of the current Members of the Corporation.

(c) Membership fees and dues as well as any other criteria required for Membership in the Corporation shall be established by the Directors of the Corporation from time to time; and

(d) All classes of Members shall have the following voting rights:

- (1) The election of Directors;
- (2) The removal of Directors;
- (3) The changing of the number of Directors constituting the Board of Directors within the limitations prescribed in the Articles of Incorporation;
- (4) The amendment, restatement, or modification of the Articles of Incorporation or Bylaws of the Corporation, but only if the text of such amendment, restatement or modification has first been recommended by the Directors and is circulated to the Members at least seven (7) days prior to the meeting at which a vote is to be taken;
- (5) The approval of the sale, lease, or other disposition (but not the mortgage or pledge) of all, or substantially all, of the assets and property of the Corporation, the dissolution of the Corporation, or its merger with or consolidation into another corporation; and
- (6) Any other matter that the Directors may submit for approval by vote of the Members.

ARTICLE IV
Board of Directors

SECTION 1: Membership: There shall be a Board of Directors consisting 18 members. A Nominating Committee shall nominate persons to serve as Directors, as provided in ARTICLE IX, SECTION 1, for an election to be held at the Annual Meeting. Nominees must be individuals who are members of the corporation and who have demonstrated a concern for the seafood industry and will represent geographic areas of the State and the various membership categories of the Corporation. The Board will be composed of three harvesters and three business representatives from East of the Penobscot River and the same number from West of the Penobscot, as well as five at large members with no geographic or membership category restriction (total number of 17 members).

SECTION 2: Terms: The terms of Directors shall be three years. The nominating Committee shall structure terms so that no more than one-third of the terms expire in any one year.

SECTION 3: Resignation: A Director may resign at any time by giving written notice to the Chairman or Secretary. A resignation takes effect on the date specified in the written notice, without further action by the Board.

SECTION 4: Vacancies: The Board may appoint someone to fill any vacancy at a regular Board meeting until the vacancy can be filled by General membership at the next annual or special meeting.

SECTION 5: Powers: The Board of Directors shall have complete control and management of the affairs of the Corporation, including the right to solicit and borrow money or property as specified in the corporate charter, and all powers granted by law.

SECTION 6: Votes: Each Director shall have one vote.

SECTION 7: Staff: The Board of Directors may employ such staff as is necessary to manage the activities of the Corporation. The Board of Directors shall be responsible for the hiring, dismissal, annual review, and evaluation of the Executive Director.

ARTICLE V
Affiliations

Affiliations: This Corporation may affiliate with any national, regional or state organization whose purposes are compatible with its own.

ARTICLE VI

Officers

Officers: The officers of the Foundation shall be elected by the Board of Directors at their first scheduled meeting after the Annual Meeting. The Officers shall consist of a President, Vice-President, Secretary and Treasurer. The officers shall be members of the Board of Directors.

SECTION 1: President: The President shall have such powers and duties as are usually incident to the office of President of a corporation, including, but not limited to presiding over meetings, representing the corporation and such other powers as the Board of Directors may from time to time delegate.

SECTION 2: Vice-President: The Vice-President shall perform such duties as may be prescribed by the President and /or Board of Directors and in the absence of the President exercise all powers and duties of the President.

SECTION 3: Treasurer: The Treasurer shall direct the keeping of the accounts of the corporation and direct and attend to the depositing of funds and securities of the corporation in such depositories or with such custodians as the Board of Directors shall designate. Unless the Board of Directors by vote directs otherwise, the Treasurer may endorse for deposit or collection of all notes, checks, and other instruments payable to the corporation or its order, and may accept drafts on behalf of the corporation, unless some other person is specifically authorized by vote of the Board of Directors to do so.

SECTION 4: Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and shall serve all notices for the corporation authorized by the Board of Directors, the President, or any other authorized officer. These duties may be delegated to other board members or staff at the discretion of the President or the Executive Board.

ARTICLE VIII

Meetings

SECTION 1: Annual Meeting: The annual meeting of the Corporation shall be held the first of March each year at such time and place as may be determined by the Directors. Notice of the Annual Meeting shall be provided by mail, telephone, or other convenient means to each member not less than thirty days before the date of the meeting. A quorum of members at the annual meeting shall be 30 % of members in good standing of the Corporation.

SECTION 2: Board of Directors Meetings: Meetings of the Board shall be held at least quarterly at such time and place as the Board shall determine. Special meetings of the Board of Directors may be called by the Chairperson or by any three Directors.

SECTION 3: Notice: Notice of all Board meetings shall be provided by mail, telephone, or other convenient means to each Director not less than five days before the date of the meeting. The notice shall state the time, and place, and may, but need not state the purposes of the meeting.

SECTION 4: Quorum: At all meetings of the Board of Directors, nine members of the Board shall constitute a quorum for the transaction of business. Any majority of those present constituting a quorum shall be decisive of all questions before the meeting.

ARTICLE IX

Committees

SECTION 1 Nominating Committee: Prior to the annual meeting, the Chairperson shall appoint a Nominating Committee, who shall submit to the appropriate meeting a list of vacancies, including the months remaining in any unexpired terms of Directors, and a list of Directors nominated in accordance with ARTICLE VII, SECTION 1 to be elected to fill the said vacancies and a list of officers to be elected as provided in ARTICLE V, SECTION 1. Nominations may also be made from the floor.

SECTION 2. Other Committees: The Chairperson may appoint such other committees as may appear reasonably necessary to accomplish the purpose of the Corporation. Members of committees may include persons who are not Directors but are members of the corporation. The committee is not vested with any power or duty usually considered a primary duty of the Board of Directors.

ARTICLE X

Indemnification and Insurance

SECTION 1. Indemnification: The Foundation shall indemnify any person, who is made or threatened to be made a party to any proceeding, civil, criminal, administrative, or investigative, in that person's capacity as Director, officer, employee, or agent of the Foundation in accordance with the terms of Title 13-B MRS 714, incorporated herein by reference.

SECTION 2. Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Foundation or is, or was serving at the request of the Foundation against any liability asserted against that person incurred or arising out of the person's actions on behalf of, or status in connection with the Foundation, whether or not the Foundation would have the power to indemnify that person against liability under SECTION 1 of this Article.

ARTICLE XI

Fiscal Year

Fiscal Year: The fiscal year of the Foundation shall be fixed by the Board of Directors, and may be changed by the Board from time to time as they find appropriate.

ARTICLE XII

Changes to By-laws

Amendments: These by-laws may be altered, amended, or repealed by majority vote of the General Membership of the Corporation at any meeting thereof, provided that notice of any proposed amendment shall be given in the call of the meeting at which it will be presented. A by-law change may be properly carried out pursuant to such notice even though it shall not conform exactly to said notice, so long as the change deals with the same subject matter as is given in the notice.

ARTICLE X111

Dissolution

Dissolution: Upon the 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)(6) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13B, of the Maine Revised Statutes as amended

These by laws were amended at a meeting of the Membership of the Corporation held at Cherryfield, Maine on April 8, 2008. Attested by _____

Julie Keene-Secretary