

CONSTITUTION AND BYLAWS of FERRY BEACH PARK ASSOCIATION

SACO, MAINE

Adopted November 9, 1936 and ratified August 9, 1937
as amended through June 2017

ARTICLE I: NAME

The name of this not-for-profit corporation will be “THE FERRY BEACH PARK ASSOCIATION,” Henceforth referred as Ferry Beach.

ARTICLE II: PURPOSES

Section 1 – Purposes

Section 1 – Mission: The Ferry Beach Park Association awakens hearts to explore, grow and renew the spirit of universal love.

Section 2 – Activities: Ferry Beach will accomplish its mission, centered at a nonprofit retreat and conference center, through activities and work around six areas: culture and the arts; education; spirituality and Unitarian Universalism; care for the earth; personal development and social justice/social action.

Section 3 – Qualities and Values

Ferry Beach embraces a history of affiliation with Universalism and remains guided by core values derived from this context. Through programs and environment, Ferry Beach will support and promote principles that encourage personal and spiritual development, harmony in communal relationships, respect for the Earth and regeneration of the human spirit.

ARTICLE III: MEMBERSHIP

Section 1 – Classifications

Membership classifications and the amount of dues will be established from time to time by the Board of Directors. Membership is open to any person who is supportive of the mission of Ferry Beach. Membership is open to all qualified persons regardless of race, color, sex, gender identity, disability, sexual orientation or national origin. Membership does not require adherence to any particular religious belief or creed. All members may attend all

activities sponsored by Ferry Beach in accordance with arrangements and fees established by the Board of Directors.

Section 2 – Entitlements

For the conduct of business at Annual and Special meetings, each active individual member who has attained the age of eighteen (18) will be entitled to one (1) vote. All members may attend all meetings, lectures, concerts and classes in accordance with arrangements and fees established by the Board of Directors.

Members will have use of the buildings, grounds and facilities in accordance with the rules and regulations established by said Board or by its designee or agent.

Section 3 – Responsibilities

Members are expected to support the objectives of Ferry Beach by participation in Ferry Beach activities whenever possible, by contributing to stewardship campaigns as they are able, by exercising leadership in the activities of Ferry Beach and by advancing the best interests of Ferry Beach.

ARTICLE IV: OFFICERS AND DIRECTORS

Section 1 – Officers

The officers of Ferry Beach will be a President, Vice President, Secretary, and Treasurer. The officers named herein will constitute the Executive Committee.

Section 2 – Board of Directors

The Board of Directors will consist of the officers named above and a minimum of six (6) Directors elected from the membership at large. All officers, and at least two-thirds of the Directors, will be current members of a Unitarian Universalist congregation and a member in good standing of Ferry Beach.

Section 3 – Length of Service

The President, Vice President, Treasurer and Secretary will be elected for a term of three (3) years and will serve no more than two (2) consecutive terms. Further, the term of the Treasurer will not be coterminous with those of the President and Vice President. The Directors will be elected for a term of three (3) years. At each annual meeting, two (2) Directors will be elected. A Director will not be elected to serve more than two (2) consecutive terms.

Section 4 – Assumption of Duty

The Officers and Directors will assume their duties upon adjournment of the meeting at which their election occurs.

Section 5 – Role of the Clerk

The Board of Directors will also elect a Clerk of Ferry Beach each year at the first meeting of the Board following the Annual Meeting. The Clerk will be a legal resident (legal domicile) of the State of Maine. By directive in writing, the Clerk of Ferry Beach may deputize the Secretary to perform the duties of a recorder of the minutes of the annual or special meetings and meetings of the Board of Directors.

Section 6 – Board Meetings

Between annual meetings Ferry Beach, the Board of Directors will meet no fewer than four (4) times. All meetings of the Board of Directors are open meetings, except where a majority of the Board members in attendance determine that, due to the nature of the subject matter to be discussed, an executive session would be in the best interest of Ferry Beach. By a two-thirds (2/3) vote of the Officers and Directors (the Board of Directors) at any regular or special meeting of the Board of Directors, the position of any Officer or Director may be declared vacant. Inattention to duties will constitute cause for this action.

Section 7 – Board Vacancy

A vacancy occurring between Annual Meetings in any position except the President or Vice President will be filled for the unexpired term by election by the Board of Directors, who will make every effort to solicit nominees from the membership at large. This notification process may include announcement in a newsletter and other publications, including electronic media as directed by the Board. Such a vacancy occurring in the office of President will be filled, until the next annual meeting, by succession by the Vice President. A vacancy in the office of Vice President will be filled, until the next annual meeting, by election by said Board from among the members thereof. Nothing in this section will limit the eligibility of any such officer or director, so elected to fill a vacancy or so succeeding to the office of President, to be elected for an additional two (2) consecutive terms.

Section 9 – Nominating Committee

The Nominating Committee will be comprised of five (5) members, including a Director as Board Liaison, each serving a three (3) year term. This committee will nominate candidates for the Board of Directors, members of the Nominating Committee, committee chairpersons for non-Board operating committees (e.g., Leadership Development, Programs, Capital

Campaigns, etc.), and for open positions that will be filled formally at the next Ferry Beach meeting.

It will be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the next Annual Meeting. The Committee will solicit candidates for said positions from the membership and interested others, and report its slate of nominees to the Board of Directors at least six (6) weeks in advance of the Annual Meeting. A biographical background for each nominee will be included.

The Nominating Committee report will also include the names of candidates submitted to the Committee for its consideration by petition of five (5) percent or more members.

ARTICLE V: POWERS AND DUTIES

Section 1 – Responsibilities of the Board

- a) The Board of Directors will have full power to manage the affairs of Ferry Beach in accord with the mission and values of Ferry Beach, with all legal powers of corporate directors, and subject to such specific instructions as may be duly approved at any annual or special meeting. The Board will assign committee responsibilities among its number as deemed necessary to the proper functioning of Ferry Beach.
- b) Special Board meetings as the interests of Ferry Beach demand will be called by the President or by petition of five (5) or more Board members. All Officers and Directors will be notified of such special meetings. Officers and Directors may be reimbursed for reasonable travel expenses incidental to any meeting of the Board or to carry out any special project to which they were committed by action of the Board. The Board will establish a schedule of rates for board and lodging and determine any deviations.

Section 2 – Responsibilities of the President

The President will preside at all business meetings of Ferry Beach and of the Board of Directors. The President will be a member ex-officio of all committees, except the Nominating Committee, where the President will serve ex-officio without a vote, and will have general supervision of the affairs of Ferry Beach. The President may appoint such special committees as are deemed necessary to carry on the work of Ferry Beach.

Section 3 – Responsibilities of the Vice President

The Vice President will preside at meetings in the absence of the President and will assist the President in supervising the affairs of Ferry Beach.

Section 4 – Responsibilities of the Secretary

The Secretary will record the minutes of the meetings of Ferry Beach and of the Board of Directors (and if necessary when deputized by the Clerk of Ferry Beach under the provisions of Article IV, Section 5.) The Secretary will give notices of the meetings of the Board of Directors and conduct the correspondence of the Board of Directors and the Annual Meeting. The Secretary will have oversight of all papers, books and documents of transient or permanent value.

Section 5 – Responsibilities of the Executive Director

The Executive Director of Ferry Beach is hired by the Board. The Executive Director has responsibility for the day to day operations of Ferry Beach, including carrying out goals and policies of Ferry Beach. The Executive Director will serve as an ex-officio member of the Board; report on the progress of Ferry Beach, provide ongoing information to the Board and oversee special projects as directed by the Board. The Executive Director will serve without the privilege of a vote. The Executive Director will fulfill the obligations identified in a job description developed by the Officers. The Board can designate other duties as necessary.

Section 6 – Responsibilities of the Treasurer

The Treasurer will advise the President and the Board of Directors on financial policy and will assist the Board in long-range planning by reviewing the sources of income, the application of funds designated for specific purposes, the balance between foreseeable income and proposed expenditures, and the overall financial welfare of Ferry Beach. From time to time, the Treasurer will report to the President and the Board of Directors findings and recommendations respecting the current affairs of Ferry Beach or long-range planning. The Treasurer will be a voting member of all committees appointed by the Board of Directors, which deal with Ferry Beach finances.

Section 7 – Responsibilities of the Clerk

The Clerk will record the minutes of all meetings of Ferry Beach and give notice of such meetings. The Clerk will receive from the Nominating Committee its report of nominees as described in Article IV, Section 9 and cause the report to be distributed to the membership electronically and/or by other means. For the Annual Meeting, the Clerk will prepare a ballot of the names of said nominees for election at the Annual Meeting. Only nominees appearing on such ballot will be eligible for election at the Annual Meeting. Nothing stated in this or any other bylaw will be construed to permit nominations by members in attendance at an Annual Meeting of any person not appearing on such ballot for the stated office.

Section 8 – Standing Committees

The standing committees of the Board of Directors will be Nominating ~~Program~~ Committee (as set forth in Article IV, Section 9 of these Bylaws) and a Stewardship/Development Committee.

Each committee will be chaired by a member of Ferry Beach. The Chairperson of each committee will call meetings of the committee and preside at them. Each standing committee will have a recorder and reports will be submitted to the Board of Directors. The President will also appoint a liaison from the Board of Directors who will report to the Board of Directors at its meeting as requested.

Non-standing committees may be created as deemed necessary by the Board of Directors, to operate under the same standards as Standing Committees.

ARTICLE VI: KEEPING OF ACCOUNTS

Section 1 – Annual Financial Reports and Audits

The Treasurer, in conjunction with the Executive Director and Finance Director, will engage the services of a professional independent accountant to complete an annual financial ~~compilation~~ audit report to Ferry Beach, to complete all necessary State and Federal Tax Reports (Form 990, etc.) and any other necessary and required financial reports deemed to be necessary by the Board of Directors. The Financial Audit should be submitted to the Treasurer by the accountant prior to May 1st of any calendar year. The accountant/auditor is to provide the Treasurer and Board of Directors a written management letter based on the results of the Audit at least once annually. An exit interview with the accountant and the Treasurer should be conducted annually.

ARTICLE VII: RESTRICTED FUNDS

Section 1 – Invested Funds

The Invested Funds of Ferry Beach will be in the custody of the Board of Directors to be invested by them in a prudent and lawful manner based on the advice of the Treasurer. At the Ferry Beach annual meeting, the professional accountant's report will include a schedule showing the securities held, their book value, and their market value at the beginning of the current calendar year. The Board, by majority vote, may use Invested Funds to pay for any legitimate activity.

Section 2 – Endowment Fund

The Endowment Fund (hereafter called The Fund) of Ferry Beach will be in the custody of the Board. The purpose of The Fund is to provide a source of income, into perpetuity, to support the operations of Ferry Beach.

Investments in The Fund may come from two (2) sources. First, individuals and other entities may make contributions to Ferry Beach that are designated for The Fund. Second, from time to time, the Board may take funds of Ferry Beach and transfer them to The Fund.

All funds invested in The Fund will be clearly designated as such and segregated from other funds of Ferry Beach. The Fund may consist of several subsidiary funds established by the Board. A subsidiary fund may be created to produce an income source to support specific activities of Ferry Beach and/or to honor a specific individual.

Since the purpose of The Fund is to provide an income stream to support the operations of Ferry Beach, the Board in its administration of The Fund will be bound by the following rules:

- (1) The Funds will be invested in a prudent manner, based upon a written Statement of Investment Policy, proposed by the Treasurer and approved by the Board. The Board may change the Investment Policy from time to time. The Statement of Investment Policy will be given to any member of Ferry Beach on request.
- (2) The professional accountant will produce a schedule showing the securities held in The Fund, their book value, and their market value at the beginning of each calendar year. The Board, during a calendar year, may transfer up to five (5) percent of the market value of The Fund at the beginning of the year to Ferry Beach's Invested Funds.
- (3) Since the purpose of The Fund is to provide an income stream to Ferry Beach in perpetuity, the Principle of The Fund (except as noted in #2 above) will not, under normal circumstances, be spent by the Board. To spend money from The Fund greater than that mentioned in #2 above, the Board must adhere to the following rules: (a) The Board must declare by a three-quarters majority that Ferry Beach faces an extraordinary situation requiring the expenditure of a specific amount of The Fund principle. (b) At the next annual meeting of the membership of Ferry Beach, the President of the Board will report the nature of the extraordinary situation faced by Ferry Beach and the amount of the principle of The Fund needed to address this situation. A three-quarters (3/4) majority vote of the voting members of Ferry Beach present at a duly called meeting of the membership is required to spend the stated amount of The Fund principle for the stated extraordinary situation.

ARTICLE VIII: MEETINGS

Section 1 – Date of Annual Meeting

- a) The Board of Directors will provide for an annual Meeting of the membership. The date and time of the Annual Meeting shall be set prior to May 1st each year. The Annual Meeting will be held in Saco, Maine.
- b) The Annual Meeting and any Special Meeting duly called by the Board will generally follow guidelines established by Robert's Rules of Order. Votes on issues submitted for approval or decision at the Annual meeting and any duly called Special Meetings shall be cast by active individual members in accordance with Article III, Section 2.

Section 2 –Moderator

The Board President may appoint at their discretion a Moderator to conduct the Annual Meeting. The Moderator will assist the President and the Board to establish the meeting agenda.

Section 3 – Elections

At the Annual Meeting the voting shall elect Officers and Directors to fill vacancies on the Board. The Board of Directors may authorize procedures to enable the timely submission of ballots electronically, postal mail and/or other means.

Section 4 - Special Meetings

a.) A special meeting of the Ferry Beach membership may be called by and at the discretion of the Board of Directors, and must be called on written request of five (5) percent of the members in good standing as of December 31st of the prior year. A Special Meeting may be held at any convenient time and place, provided that notice thereof has been issued to all members thirty (30) days before the time of the meeting pursuant to notice procedures approved by the Board of Directors.

b). Any Special Meeting called pursuant to this Section shall be subject to the quorum requirement of Article IX.

ARTICLE IX: QUORUM

Section 1

Five (5) percent of active individual members in good standing as of December 31st of the prior year will constitute a quorum for the transaction of business at any Annual or Special Meeting. The Board of Directors may authorize procedures for in absentia participation in an Annual Meeting for purposes of the Quorum requirement.

Section 2

In the case of a Special Meeting called by petition, at least five (5) percent of the petitioners will be present. In absentia participation will not be authorized.

ARTICLE X: DISSOLUTION

In the case of the dissolution of The Ferry Beach Park Association, all of the property of Ferry Beach, whether real or personal property, funds and assets, will be transferred to an appropriate nonprofit entity as determined by the Board of Directors in office at the time of dissolution on the condition that said property will be used for the purposes stated in Article II of these Bylaws. This dissolution provision shall apply to all property donated to Ferry Beach, whether by will or in some other manner, unless the donor has expressly provided otherwise at the time of the donation.

ARTICLE XI: AMENDMENTS

These bylaws may be amended at any Annual Meeting by a two-thirds (2/3) vote of the voting members present, provided that all Ferry Beach voting members have been notified with copies of the proposed amendment at least 30 days in advance of the Annual Meeting.

Changed at the annual meeting of June 11, 2017.