

BYLAWS OF MAINE AFG, INC.

ARTICLE I ~ NAMES

The name of the corporation is Maine AFG, Inc. (the "Corporation" or "Maine AFG"), a Maine nonprofit corporation organized and existing pursuant to the Maine Nonprofit Corporation Act, 13-B M.R.S. § 101, *et seq.* (the "Act"). The principal office of the Corporation and registered agent shall be initially located in the City of Portland and the State of Maine. The Corporation also may change this office or maintain other offices at such other places as the Board of Directors may determine from time to time.

1. As used in these bylaws:
 - a) Al-Anon group means a group of relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
 - b) Alateen group means a group of teenage relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
 - c) Maine Area Assembly means the organization described in Article III of these bylaws.
 - d) Director means a person who is or becomes a Director of the Corporation pursuant to these bylaws.

ARTICLE II ~ PURPOSES

1 The Corporation is organized as a public benefit corporation for all purposes permitted under the Act, including but not limited to the purpose of: (1) to help families and friends of alcoholics connect and support each other through meetings, information, and shared experiences; (2) to help families and friends of alcoholics to better understand the effects of the disease of alcoholism to enable the families and friends to live peaceful, productive lives; and (3) to operate exclusively for educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit corporations organized under the laws of the State of Maine.

- 2 In furtherance of its purposes Maine AFG, Inc. will:
 - a) Assist in the coordination of policy among the Al-Anon and Alateen groups throughout Maine;
 - b) Assist Al-Anon and Alateen groups in the conduct of their activities;
 - c) Support those who provide relatives and friends of alcoholics with information about the principles and Traditions of Al-Anon and locations of Al-Anon and Alateen groups;
 - d) Support those who assist in the formation of new Al-Anon and Alateen groups;
 - e) Support those who provide information and other assistance to persons for whom regular attendance at meetings of Al-Anon or Alateen groups is difficult or impractical; and
 - f) Support and suggest public outreach activities within Maine to bring Al-Anon or

Alateen groups to the attention of the concerned public.

ARTICLE III ~ BOARD OF DIRECTORS

1 The Board of Directors ("Board") shall consist of not less than three persons or more than six persons. The Board may be referred to as Board of Trustees and each member may be referred to as Director or Trustee. The initial Board shall consist of three persons named by the Incorporator in accordance with the Corporation's Articles of Incorporation for a term ending December 31, 2025, which appointment shall be presented for ratification at the next scheduled meeting of the Maine Area World Service Committee (defined in Article VIII). Thereafter, the Directors shall be elected at the last annual meeting of the Corporation that occurs during 2025 and each third year thereafter by the then current Board. Each new Director or new slate of Directors shall be presented and receive traditional approval by majority vote at the next regular meeting of representatives of registered groups in the Maine Area ("Maine Area Assembly"). The initial term and any term thereafter of any Director shall coincide with that Director's term on the Maine Area World Service Committee.

2 Any Director may resign by sending written notice to the Secretary. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office with just cause by a two-thirds vote of all Directors then serving in office. Just cause is defined as unexplained absence from two meetings during any 12-month period; a conflict of interest or a conflict of commitment violation; or failure to adhere to any written policies and procedures of the Board of Directors. Such removal shall occur at a regular or specifically called meeting of the Board of Directors. Upon calling a meeting to hear the "just cause" concerns, the Chair of the Board of Directors shall direct the Secretary to send a notice of the proposed removal by mail, certified or registered, if possible, to the last recorded address of such member at least fifteen (15) days before final action is taken on such removal. The member shall have the opportunity to present any relevant information in writing, in person, or through a representative, to the Board of Directors before final action is taken.

3 Any vacancy in the office of a Director may be filled on an interim basis by a majority vote of the Board of Directors until the next annual meeting of the Corporation.

4 Directors shall serve without remuneration but they shall be entitled to payment of reasonable expenses.

5 The Board shall adopt a policy that (a) requires directors and officers to disclose any interest that constitutes or could result in a conflict of interest and (b) sets out procedures for reviewing and resolving such matters in accordance with law.

ARTICLE IV ~ POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 1 The Board of Directors shall control and manage the affairs of the Corporation.
- 2 Without limiting the generality of the preceding paragraph, the Board of Directors shall have the following powers:
 - a) To establish and maintain the internal policies of Maine AFG, Inc.;
 - b) To control the assets and authorize expenditures of Maine AFG, Inc.;
 - c) To conduct the operations of Maine AFG, Inc.;
 - d) To organize committees and appoint members of committees in accordance with these Bylaws;
 - e) To take such measures as may be necessary to carry out the purposes of Maine AFG, Inc.
- 3 Any Director having a substantial financial interest in any contract or transaction of the Corporation requiring authorization by the Board of Directors shall not vote on the matter.

ARTICLE V ~ OFFICERS

The Officers of the Corporation ("Officers") will consist of a President (Area Chair), a Treasurer (Area Treasurer), and a Secretary (Area Secretary). The Board may also appoint such other officers (such as one or more vice presidents) or other officers as may be deemed necessary.

The initial term of any Officer shall be one year. The Board of Directors shall initially appoint the Officers of the Corporation. Thereafter, Officers shall be elected at the annual meeting of the Corporation by a majority vote of the Maine Area Assembly or may be appointed or reappointed by the Board. If the Area Chair, Area Treasury, or Area Secretary (or, once in service, the President, Secretary, or Treasurer) is absent or disabled or otherwise unable to serve, the Board shall in its sole discretion determine the matter of filling the position, which may include a determination of the Officer's inability to serve and that the position is vacant. The Board may elect a successor to serve until the next meeting of the Maine Area Assembly.

ARTICLE VI ~ DUTIES OF OFFICERS

1. **PRESIDENT (AREA CHAIR).** The President shall preside at all meetings of the Board of Directors, and shall perform all the necessary duties, and exercise all the customary powers incident to the office of President, including appointment of committee Chairpersons. The President shall have general supervision of all of the affairs of Maine AFG, Inc., and shall be an ex officio member of all committees. By virtue of the position, the President shall be vested with full voting rights on the Board of Directors. Unless they have reason to believe otherwise, persons dealing with the Corporation are entitled to assume that the president has authority to make, on its behalf, all contracts which are within the ordinary course of those activities in which the Corporation is already engaged.
2. **THE TREASURER (AREA TREASURER).** The Treasurer shall be the financial officer of the Corporation and shall provide advice to the Corporation with respect to general financial policy and ancillary matters such as the collection, custody, and control of funds of Maine AFG, Inc. and maintenance of books of accounts and financial records subject to such directions as may

be given by the Board of Directors. The Treasurer is responsible for having the books of account of the Corporation audited at regular intervals as directed by the Board of Directors. The Treasurer may be an authorized signatory for disposition of funds of the Corporation on deposit in banks and other holding accounts. The Treasurer shall not be individually responsible for accounting procedures, security of funds, books of accounts or financial records, but does have general oversight authority respecting these matters.

3. **THE SECRETARY (AREA SECRETARY).** The Secretary shall record the minutes of all meetings of the Corporation, shall be the custodian of books and records of the Corporation and shall perform such other duties as may be delegated.

The Officers of the Corporation shall each perform such other duties as may be assigned to them by the Board of Directors as well as such other duties as may pertain to their respective offices. Any two or more offices may be held by the same person.

ARTICLE VII ~ FINANCES

1. Maine AFG, Inc. is fully self-supporting, accepting contributions from the Al-Anon fellowship in any form and declining outside contributions.
2. The fiscal year of Maine AFG, Inc. shall begin on the first day of January in each year and end on the 31st day of December thereof.
3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories or agency organizations as the Board may authorize. Checks shall be made in the name of the Corporation and shall be signed by one Officer as may from time to time be designated by the Board of Directors.
4. Maine AFG, Inc. receives budget approval from the Maine Area Assembly which shall be honored except to the extent such approval is determined in good faith by the Board to be impossible or illegal to follow.

ARTICLE VIII ~ MEETINGS

1. The annual meeting of the Corporation shall be held immediately following the final Area World Service Committee meeting of each calendar year at such place as is designated by the President, except when special circumstances warrant a change of date of the Area World Service Committee meeting. For purposes of these Bylaws, "Area World Service Committee" consists of members in service within the Maine Area at the positions of District Representatives, Area Coordinators, and Area Officers, which is organized and operates under terms specified in the Al-Anon/Alateen Service Manual.
2. Regular meetings of the Board of Directors may be held one other time during the year at a time and place designated by the President. In at least one meeting each year the agenda shall include filling vacancies on the Board, if any, arising from the expiration of terms or from newly-created Board positions that have not been previously filled.
3. Special meetings of the Board of Directors may be called by the President or any two Directors at any time. The President shall call a special meeting upon the written application of three Directors or upon the written application of the President for the transaction of such business as may be described in such application. Reasonable advance notice of each Board of Directors meeting shall be provided by written or by electronic means.

4. A majority of members shall constitute a quorum for the transaction of business in any meeting. Each member shall have one vote. The vote of the majority of the Directors present at the time of the vote, if a quorum is then present, shall be the act of the Board of Directors, except as otherwise provided by law. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is obtained.
5. Any member unable to attend any meeting of the Board shall give advance notice of the absence to the President or Secretary of the Board and indicate the reason for the absence. Any member who fails to attend two meetings per year without good cause may be subject to dismissal by the Board.
6. The Board shall keep minutes of each meeting, which shall be kept and filed with the corporate records. The Board shall report at least annually to the members of the Corporation and at times when traditional approval of the Assembly is necessary in its discretion. Unless otherwise determined by the President, the order of business at all meetings shall be as follows:
 - a) Calling of roll;
 - b) Approval of minutes;
 - c) Report of Treasurer;
 - d) Committee reports and communications;
 - e) Vacancies (if such action is scheduled for such meetings); and
 - f) New Business.

ARTICLE IX ~ INDEMNIFICATION

1. Each individual serving or having served as Director or Officer, or both, of the Corporation shall be indemnified in the circumstances and to the full extent permitted by law, against any and all costs, expenses and financial consequences of whatever nature, including legal fees actually incurred in connection with any action, suit or legal proceeding of any kind in which such an individual is a defendant by reason of serving or having served as an Officer or Director, or both, of the Corporation. This indemnification shall also extend to any individual made party defendant to any actions, suits or legal proceedings referenced in the preceding sentence by reason of the fact that his testator or intestate served as Director or Officer of the Corporation.
2. The foregoing indemnification shall apply also to each individual serving or having served (in their individual capacity and not as a Director or Officer) as a member of Maine AFG, Inc. or of any special committee as may be authorized from time to time by the Board of Directors or its delegate.

ARTICLE X ~ TRADITIONAL ORGANIZATION

1. The Maine Area Assembly consists of the following persons:
 - a) Group Representatives – have voice and vote;
 - b) District Representatives – have voice, no vote;
 - c) Coordinators – have voice, no vote;
 - d) Officers – have voice, no vote;
 - e) Members – have voice, no vote;
 - f) Past Delegates – have voice, no vote.

A Group Representative, who also serves in one or more positions in (b) through (f), retains voice and vote as a GR.

2. The Maine Area Assembly shall be the permanent body empowered to express the conscience of the AI-Anon fellowship within Maine.
3. The Board of Directors shall consult with the Maine Area Assembly. However, the Board of Directors shall continue to be vested with the full legal powers and responsibilities for Maine AFG, Inc., including, without limitation, approving all recommendations of the Maine Area Assembly.
4. Representatives of two-thirds of all registered groups in the Maine Area Assembly may bring about a reorganization of Maine AFG, Inc., as or when it is deemed essential upon thorough discussion as informed by knowledge-based decision making. They may request the resignation of individual members or the entire Board of Directors and nominate a new Director or slate of Directors. In this regard the triennial election of Directors shall be conditional upon the understanding of each that resignation of the position is required on call for the same by the Maine Area Assembly, subject to the further understanding that prior to any such resignation becoming effective, each Director shall be deemed to vote for the successor Director or slate of Directors presented by the Maine Area Assembly.

ARTICLE XI ~ AMENDMENTS

The Board of Directors shall have the power to amend or alter these bylaws in whole or in part by the affirmative vote of two-thirds of the Directors at a meeting called for the purpose of amending the bylaws.

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APPROVED AND ADOPTED, effective as of the last signature date below:

Board of Maine AFG, Inc.

Its: President

Date

Its: Treasurer

Date

Its: Secretary

Date