

Amended and Restated

The Nordica Memorial Association, Inc.

By-Laws

Article I

Section 1. The name of the corporation shall be "The Nordica Memorial Association, Inc"

Article II

Section 1. The purposes of the corporation is namely: To discover, procure, and preserve whatever may relate to the life of Lillian Nordica and the Nordica Homestead Museum, her girlhood home; to acquire, and hold buildings, to house and maintain the aforesaid collections and to preserve the same; to encourage the study and research of the Nordica history and to disseminate information relative thereto; to receive and hold gifts legacies or devises for the aforesaid purposes and to invest and reinvest in the same as occasions may demand; to do and engage in any and all purposes and to engage in any and all activities which may be incidental and reasonable necessary to the foregoing purposes and to have and exercise all other powers and authority now or hereafter conferred upon non-profit corporations under the laws of the State of Maine.

That the organization in no way attempts to influence legislation by propaganda or otherwise through any substantial part of its activities. That the organization does not participate or intervene in any political campaign on behalf of any candidate for public office.

Provided, however, that no compensation or payment shall ever be paid or made to any member, officer, director, creator or organizer of this corporation, except as a reasonable allowances for actual expenditures of services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; and in the event of termination, dissolution or winding up of this corporation in any manner or for any reason, whatsoever, its remaining assets, if any, shall be distributed to a local non-profit entity, such as the Farmington Historical Society, Farmington, County of Franklin or to an origination exempt under Sec 5019c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future US Internal Revenue law).

Article III

Members

Section 1: The annual dues shall be \$10.00 for each member, payable to the Treasurer on or before the first day of July. Thereafter the annual dues shall be payable to the Treasurer on or before the first day of July each year. Failure to pay annual dues for two years in succession shall suspend the membership of the person in default. If such persons shall pay at any time to the Treasurer dues for the then current year, plus those in arrears, plus a ten dollar fine, that person shall be eligible to be reinstated into membership.

Section 2: A member may become a life member upon the payment of \$300.00 or significant contribution to the Association.

Section 3 You must be a member in good standing to vote. Honorary members may be elected by the Board of Directors in recognition of special serves to the Nordica Museum or the Nordica Memorial Association, which membership shall entail no dues or voting privileges.

Section 4: Members can vote by proxy at the annual meeting.

#### Article IV Management

Section 1: The general management of the affairs of the Association shall be vested in a Board of Directors consisting of up to eleven (11) members to be elected at each annual meeting to hold office for a term of one year.

Section 2: Each Director shall hold office until his/her successor is elected and qualified. During the period between the annual meetings of the Corporation such vacancies as may occur in the Board of Directors may be filled by the Board. Any Director who shall fail to attend two (2) consecutive meetings of the Board during the current year, without reasonable excuse acceptable to the Board of Directors, shall be deemed automatically to have resigned his/her Directorship.

Section 3: The Board of Directors shall elect by a majority of the members at its annual meeting, a President, a Vice-President, Secretary, and Treasurer for their membership. The Secretary thus elected shall serve as the Clerk of the Corporation. These officers shall hold office until their successors shall be elected and qualified. Each Director shall have one vote. No proxies shall be allowed at a meeting of Directors. Only one family member may be a Director at any one time. Bond shall be given by the Treasurer with sufficient surety or sureties for the security of all monies and securities in, or coming into his/her possession, in such sum as the Directors may require.

Section 4: The Board of Directors may meet monthly at such time and place as agreed upon by the Board Members. Special meetings may be called at any time at the request of any four (4) members in writing within ten days prior to the meeting.

Section 5: The Directors shall annually elect a Curator or Collection Manager who shall have custody of all relics, articles, pictures, etc., owned by the Association who shall consider it his or/ her duty and interest to collect any books and articles and items pertaining to the life and the musical career of Lillian Nordica and the Nordica Homestead Museum.

Section 6: The Board of Directors shall annually present a full report of the affairs of the Corporation to its members at the annual meeting.

#### Article V President

Section 1: The President of the board of Directors shall be ex-officio the President of the Corporation and shall preside at all the meetings of the Corporation and of the Board of Directors.

Article VI  
Vice- President

Section 1: The Vice President of the Board of Directors shall be ex-officio the Vice President of the Corporation and in the absence of the President shall preside of all meetings of the Corporation and of the Board of Directors. In the absence of both the President and Vice President from any meeting, the Corporation of Directors, as the case may be, may elect temporary Chairperson.

Article VII  
Secretary

Section 1: It shall be the duty of the Secretary to attend all the meetings of the corporation and the Board of Directors, and to keep a record of the doings thereat.

Article VIII  
Treasurer

Section 1: The Treasurer shall receive all monies and securities becoming the property of the Corporation. These shall be deposited in such depositories as the "Board of Directors, shall, from time to time, determine, and shall be disbursed pursuant to such rules and regulations in relation thereto not inconsistent with these by-laws, as may be from time to time adopted by the Board of Directors. The Treasurer shall keep a regular and correct record of all receipts and expenditures in form as the Board of Directors or the Executive Board at any time and shall render a detailed report of the same, together with a statement of the securities and all other property belong to the Corporations, at the annual meeting of the Corporation, and at such other time as may be required by the vote of the Directors. Bond shall be given by the Treasurer with sufficient surety or sureties for the security of all monies and securities in, or coming into his/her possession, in such sum as the Directors may require.

Article IX  
Property of the Association

Section 1: No article, picture or relic owned by the association shall be removed from the Nordica Museum except by permission from the Board of Directors, signed by the President or Vice President and countersigned by the Curator or Collection Manager.

Article X  
Meeting of the Corporation

Section 1: The Annual Meeting of the Corporation shall be held in June of each year on the third Thursday at Franklin Savings Bank or another designated site, unless otherwise determined by the Board of Directors of which the Secretary shall give ten (10) days written notice by mail to each member at his last know mailing address. Other meetings may be held at the discretion of the Board upon ten (10) days notice to each member, or they shall be called at the written request of at least four (4) members of the Board of Directors or upon the written request of at least four (4) members of the Corporation.

Section 2: A quorum shall consist of five (5) members of the Corporation for the transaction of business. It shall be presumed that a quorum is present at all annual meetings unless the records of the meeting prove otherwise. A majority of the Board of Directors shall constitute a quorum of a meeting of the Board of Directors.

Article XI  
Amendments

The Bylaws may be amended at any regular annual meeting. Changing the bylaws requires that written notice be sent to each member ten days before the meeting, that a quorum is present for the vote, and that two-thirds of the votes support the change.

Article XII  
Nominating Committee

Section 1: One month prior to elections, members may nominate candidates for president, vice-president, secretary, treasurer, and any open Board positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

President \_\_\_\_\_

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