

BY-LAWS
of
THE MOUNT DESERT ISLAND
BIOLOGICAL LABORATORY



As Amended
1993
July 25, 2013

Mount Desert Island Biological Laboratory
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BY-LAWS OF THE MOUNT DESERT ISLAND BIOLOGICAL LABORATORY

Aims and Purposes

The purposes of said Corporation, as provided in its Certificate of Organization, are to establish and maintain a laboratory or laboratories for biological study and investigation in the State of Maine and to carry on other operations essential to and in furtherance of such aims and purposes, in accordance with the provisions of Sections 1, 2, and 3, of Chapter 57 of the Revised Statutes 1903 of the State of Maine, as the same may be from time to time amended.

ARTICLE I

Name and Seal

SECTION 1.01. This Corporation shall be known as The Mount Desert Island Biological Laboratory. The seal of the Corporation shall be circular in form, not more than two inches in diameter, and shall bear the inscription on its outer edge, "The Mount Desert Island Biological Laboratory," and in the center, "Maine, 1914." The Trustees may at any time change the form of the seal or the inscription thereon.

ARTICLE II

Members and Meetings

SECTION 2.01. **Classes of Members.** The Corporation shall have three classes of members, to wit, Regular Members, Associate Members, and Honorary Members, all of whom are to be elected by the Trustees.

SECTION 2.02. **Regular Members.** Regular Members shall be scientists with advanced degrees who have worked at the Laboratory for at least one season or such other persons as the Trustees may elect.

SECTION 2.03. **Associate Members.** Associate Members are individuals who are interested in the aims and purposes of the Corporation but are not Regular or Honorary Members.

SECTION 2.04. **Honorary Members.** An Honorary Member is an individual who is either a distinguished scientist who has had some association with the Corporation or is an individual who has contributed significantly to the welfare of the Laboratory and who is elected an Honorary Member by the Board of Trustees.

SECTION 2.05. **Voting.** At any regular or special meeting of the Members of the Corporation, each Regular Member and Honorary Member of the Corporation shall have one vote. Associate Members shall have no vote but may attend such meetings.

SECTION 2.06. **Dues.** The annual or life membership dues payable by Regular Members and Associate Members shall be in such amounts as the Board of Trustees may from time to time determine. Honorary Members shall be exempt from the payment of dues. The annual dues shall be payable in January of each year upon notice from the Treasurer.

SECTION 2.07. **Annual Meeting of Members.** The annual meeting of the Members of the Corporation shall be held at the principal office of the Corporation at Salisbury Cove, in the State of Maine, at ten o'clock in the forenoon of the day on the fourth Thursday in July in each year unless any other date in July or August be determined by the Board of Trustees..

SECTION 2.08. **Special Meetings of Members.** Special meetings of the Members may be held at such place in or out of the State of Maine as may be designated whenever the Chair of the Board may deem it necessary or advisable or whenever eleven Members of the Corporation submit a written request therefore to the Chair.

SECTION 2.09. **Notice of Meetings of Members.** Notice of either the annual meeting of Members or a special meeting of Members shall be in writing and shall be mailed, distributed electronically or delivered by hand to every Member at least ten days before the date fixed for the meeting. All notices of meetings shall be addressed to a Member at that address at which it is reasonable to expect that the Member shall receive the notice. A statement sworn by the Clerk or the Secretary of the Corporation that the Members have been notified shall be deemed sufficient evidence that notification has taken place.

SECTION 2.10. **Quorum.** At all meetings of the Members of the Corporation, one-third of those Members entitled to vote shall constitute a quorum. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Members present in person without notice other than by announcement at the meeting and without further notice to any absent Member. At the adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE III

Trustees

SECTION 3.01. The Board of Trustees shall consist of not less than twelve, or more than twenty-eight Governing Trustees, who shall be elected in four groups, each group consisting of not more than seven members, to serve for four-year terms. The Governing Trustees and only they shall vote at meetings of the Board of Trustees. Governing Trustees may attend all meetings of the Board of Trustees in person or by telephonic or electronic means. Any Governing Trustee who is consistently absent from the majority of the meetings of the Board in a period of twelve months may be dropped from the membership by vote of the Board of Trustees.

Proposed nominations for election to the Board of Governing Trustees may be submitted to the Nominating Committee for research and consideration by any member of the Board of

Governing Trustees and by any member of the Corporation. Proposed nominations shall be submitted in writing with information required by the Nominating Committee. The Nominating Committee shall present its nominees for election as Governing Trustees in the notice of the annual meeting of Members. No other nominations shall be permitted. Election at the annual meeting shall be by majority vote of the Members of the Corporation

SECTION 3.02. **Honorary Trustees.** The Board of Trustees may designate Honorary Trustees in recognition of outstanding service to the Corporation. An Honorary Trustee may attend all meetings of the Board of Trustees, but shall have no vote and shall not be included in determining the number of trustees in office for purposes of vote requirements or quorum. There shall be no limit to the number of Honorary Trustees.

SECTION 3.03. **Vacancies.** When any vacancy occurs among the Governing Trustees by death, resignation, disqualification, or other cause, the remaining Governing Trustees, by the affirmative vote of a majority thereof, may elect a successor to hold office until the election of a successor by the Members of the Corporation.

SECTION 3.04. **Meetings.** Meetings of the Board of Trustees shall be held at the call of the Chair of the Board or the Secretary or upon written request to the Chair by three or more Governing Trustees. Notice of all Trustees meetings shall be in writing and shall be mailed, distributed electronically, or delivered by hand, at least ten days before the meeting, to that address where it is reasonable to expect each Trustee to receive such notice. If all Governing Trustees unanimously agree in writing or electronically, the ten-day notice period may be waived.

At two o'clock in the afternoon of the day upon which the annual meeting of Members of the Corporation is held, the annual meeting of the Board of Trustees shall be held without further notice, at the principal office of the Corporation in Salisbury Cove in the State of Maine. Except for this annual meeting, the Trustees may hold their meetings in such place or places within or without the State of Maine as the Chair of the Board may determine.

SECTION 3.05. **Quorum.** Seven Governing Trustees shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Trustees there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without further notice.

SECTION 3.06. **Powers.** All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Maine, shall be and are hereby vested in, and shall be exercised by the Board of Trustees, provided that the Board of Trustees may in its discretion submit any contract or act for approval or ratification at any annual meeting of the members of the Corporation, or at any other meeting of the Members of the Corporation called for the purpose of considering such contract or act.

Without prejudice to the general powers heretofore conferred upon the Board of Trustees, it is hereby expressly declared that the Board of Trustees shall have the following powers, viz:

- (a) From time to time to make or change policies for the management of the Corporation's business, and to establish rules and regulations not inconsistent with these By-Laws.
- (b) From time to time to purchase or otherwise acquire for the Corporation any property rights or privileges which the Corporation is authorized and empowered to purchase or otherwise acquire at such price or consideration and upon such terms and conditions as the Board may deem advisable.
- (c) At their discretion, but only in conformity with all other provisions by these By-Laws, to pay for any property or rights acquired by the Corporation either wholly or partly in money or by note or mortgage or both of the Corporation or other securities issued by the Corporation, with the full power invested in them to create and issue promissory notes and, they deem advisable, to secure the same mortgage, deeds of trust or other fixed obligations constituting a lien upon any or all of the property of the Corporation.
- (d) To elect or appoint the officers specified in Article IV (except those required by the law to be elected by the Members), to specify their duties and compensation, and to remove or suspend them from office by the procedures specified in Article IV.
- (e) To appoint any person or corporation to accept and hold in trust for the Corporation any property belonging to it, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite to any such trust.
- (f) To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, endorsements, checks, releases, contracts and documents, but not contrary to these By-Laws.
- (g) To sell, lease, or otherwise dispose of all or any part of the real estate and other property of the Corporation and may particularly lease lots of land for residence purposes subject to such conditions, restrictions, and regulations as they may see fit to impose. Such action must be authorized by a majority of the Trustees. All duly authorized deeds of conveyance or leases shall be valid when signed on behalf of the Corporation by the Chair of the Board.

The Governing Trustees shall particularly have the following responsibilities: to determine the long range goals of the Corporation, to monitor and promote its financial health, to plan and raise money for development, to monitor the adherence of the Corporation to these By-Laws and suggest changes where desirable. The Trustees may desire to establish committees to perform these functions.

ARTICLE IV

Officers and Committees

SECTION 4.01. **Officers.** The officers of this Corporation shall be the Chair of the Board of Trustees, a Vice-Chair, Director, Secretary, Treasurer, Clerk and other such officers as may from time to time be elected by the Board of Trustees. The Governing Trustees and the Clerk shall be chosen by ballot at the annual meeting of the Corporation. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected by the Board from among their members at the annual meeting of the Trustees. The offices of Vice-Chair and Treasurer or the offices of Secretary and

Treasurer may be held by the same person. The Governing Trustees may also elect the Director as specified in Section 4.05. The officers other than the Director shall serve for four-year terms, and may be re-elected but may not serve more than two consecutive terms. Any officer may be removed from office by the vote of three-fourths of the Governing Trustees. In case any office of the Corporation becomes vacant for any cause, the Governing Trustees may elect a successor to hold office for the unexpired portion of the term of the former holder of such office, and until the election and qualification of his successor.

SECTION 4.02. **Chair of the Board.** The Chair of the Board shall preside at all meetings of the Corporation and the Board of Trustees. As chair of the Executive Committee, the Chair is responsible to the Board for the execution of its policies and shall perform such other duties as these By-Laws provide and as the Board of Trustees may from time to time prescribe.

SECTION 4.03. **Vice-Chair.** The Board of Trustees may elect one or more Vice-Chairs and the Vice-Chair, or if more than one is elected, the Vice-Chair named or elected first, may perform any and all of the duties, and shall possess all of the powers of the Chair of the Board, in the event of the absence or disability of that Chair, and shall have such other powers and perform such other duties as the Board of Trustees may determine to the extent authorized by the law. Any additional elected Vice-Chair shall perform such duties as may be prescribed from time to time by the Board of Trustees.

SECTION 4.04. **Clerk.** The Clerk shall perform such duties as are incident to this office or required by the laws of the State of Maine.

SECTION 4.05. **Director.** The Director shall be elected by the Board of Trustees. The Director shall serve as an additional Trustee ex officio. The Director shall be the principal officer for operations of the Corporation, and shall have the supervision of the Corporation's business and affairs, including the power to execute all directives of the Board of Trustees not specifically entrusted to another and to hire such staff and employees as may appear advisable. The Director is responsible for implementation and evaluation of the scientific, educational and public service activities of the Laboratory, for allocation of space for research and teaching activities, for the presentation of scientific seminars and congresses, for the establishment and monitoring of any research centers, and shall have other responsibilities and powers necessary to the operation of the laboratory as may be assigned by the Board of Directors. The Director shall appoint standing and ad hoc committees, including a Director's Advisory Committee, to assist in the foregoing functions, which committees shall meet from time to time to discuss such issues as the as the Director and/or the committee shall deem appropriate. The length of the Director's term as well as salary and other compensation will be determined by the Board.

SECTION 4.06. **Treasurer.** The Treasurer shall be the chief fiscal officer of the Corporation and the custodian of its funds, and is responsible for the maintenance of the financial records of the Corporation. He also shall perform such other duties as the Board of Trustees may assign. All accounts of the Treasurer shall be audited annually by an independent Certified Public Accountant and reviewed by the Audit Committee.

SECTION 4.07. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Trustees; shall attend to the giving and serving of all notices of the Trustees; shall have the custody of the Corporate Seal of the Corporation and such books and papers as the Board of Trustees may direct, all of which shall at all reasonable times be open to the examination of any Governing Trustee; and shall in general perform all the duties incident to the office of the secretary, subject to the control of the Board of Trustees.

SECTION 4.08. **Administrative Director.** The Administrative Director shall be appointed by the Board of Trustees upon the recommendation of the Director, with the terms of appointment and remuneration to be specified by written contract. The Administrative Director shall report directly to the Director and when appropriate to the Board of Trustees, and may represent the Director at the discretion of the latter, including the hiring and dismissal of support staff, and in financial transactions and other aspects of year-round management. This person has responsibility for the maintenance of laboratories and support facilities including housing and for support facilities for research activities. Committees for these purposes are appointed by and report to the Administrative Director.

SECTION 4.09. **Executive Committee.** The Executive Committee shall consist of the Chair of the Board of Trustees, the Vice-Chair, and at least three additional Trustees elected by the Trustees, and the Director as a non-voting member, ex-officio. This committee shall act for the Board between meetings of the Board of Trustees, and shall report on its activities at each meeting of the full Board of Trustees. Balloting for the transaction of business may be conducted by mail or electronically.

SECTION 4.10. **Nominating Committee.** The Board of Trustees shall present to the annual meeting of the Corporation its suggestions for a Nominating Committee of three to seven Members of the Corporation, at least half of whom shall be current Governing Trustees. The Board of Trustees may appoint *ad hoc* nominating committees for particular purposes such as selection of a new Director.

SECTION 4.11. **Finance & Investment Committees.** The Finance & Investment Committees shall work with the Treasurer and staff on all financial matters relating to the Corporation including the endowment. The Treasurer shall serve on both committees. Other members, who need not be trustees, shall be appointed by the Board of Trustees.

SECTION 4.12. **Audit Committee.** The Audit Committee shall meet with the auditor annually to review the annual audit and at other times as appropriate. The Board of Trustees shall appoint the members of the committee, who need not be trustees. The Treasurer may attend meetings of the Audit Committee, but shall not vote.

SECTION 4.13. **Other Committees.** The Board of Trustees may from time to time establish or terminate other committees as it shall find necessary and expedient. These committees must report at least annually to the Board of Trustees

ARTICLE V

SECTION 5.01. Notwithstanding any provision of the By-Laws which might be susceptible to a contrary construction:

- (a) The Corporation shall be organized exclusively for scientific and educational purposes;
- (b) The Corporation shall be operated exclusively for scientific and educational purposes;
- (c) No part of the net earnings of the Corporation shall or may under any circumstances inure to the benefit of any private shareholder or individual;
- (d) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- (e) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office;
- (f) The Corporation shall not be organized or operated for profit.
- (g) The Corporation shall not:
 - (1) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to;
 - (2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
 - (3) Make any part of its service available on a preferential basis to;
 - (4) Make any purchase of securities or any other property for more than adequate consideration in money or money's worth from;
 - (5) Sell any securities or other property for less than adequate consideration in money or money's worth to; or
 - (6) Engage in any other transactions which result in a substantial diversion of its income or corpus to:

any officer, Trustee, member of the Executive Committee, Member or Associate Member of the Corporation or contributor to the Corporation.

The prohibitions contained in the subsection (g) do not mean to imply that the Corporation may make such loans, payments, sales or purchases to or from anyone else, unless such authority be given or implied by other provisions of the By-Laws.

Upon dissolution of the Corporation, the Governing Board of Trustees shall distribute any assets and accrued income to one or more scientific or educational organizations for exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax law.

ARTICLE VI

Compensation of Trustees

SECTION 6.01. Trustees shall serve without compensation except that officers and legal counsel may be compensated for services and expenses as may from time to time be reasonable and appropriate.

ARTICLE VII

Board of Scientific Counselors

SECTION 7.01. **Board of Scientific Counselors.** The Board of Scientific Counselors shall be appointed by the Director for the purposes of evaluating and promoting the scientific programs of the Laboratory, and shall report to the Director at least once a year.

ARTICLE VIII

Indemnity

SECTION 8.01 **Indemnity.** The corporation shall indemnify any person acting for or in behalf of the corporation in respect to all matters or actions for which indemnification is permitted by the laws of Maine (13B M.R.S. §714)

ARTICLE IX

Amendments

SECTION 9.01. These By-Laws, from time to time, may be altered, amended or repealed, in whole or in part and new ones adopted and substituted therefore, by vote of a majority of the Board of Governing Trustees.