

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

(This document replaces the Bylaws of Mainely Men, Inc as Established in October, 1984  
and the Bylaws of Mainely Men, Inc as Amended on January 21, 1990 in their entirety.

These original documents are included as Addendum A and Addendum B)

**ARTICLE 1 – THE ORGANIZATION**

The name of the organization is Mainely Men, Incorporated. Hereafter referred to as Mainely Men. Mainely Men is organized as a non-profit corporation registered in the State of Maine. The Board of Directors will obtain and renew any and all liability insurance necessary to complete it's purpose.

**ARTICLE II – PURPOSE OF THE ORGANIZATION**

The purpose of Mainely Men is to plan, organize, and present Gatherings for men. These Gatherings will serve as a place to foster and support opportunities for men to share views on topics of interest to themselves and other men.

**ARTICLE III – DURATION OF THE ORGANIZATION**

Mainely Men will exist as long as there are a minimum of three members on the Board of Directors as required by the State of Maine Articles of Corporation. If the membership of the Board of Directors falls below the required three members at any time, the remaining member(s) of the former Board will have thirty calendar days to recruit Board members to bring the Board back to the required three Board members. In this instance, new Board members will immediately be full voting members of the Board. If, at the end of the thirty days, the Board remains below the minimum of three members, Mainely Men will be dissolved immediately. If the Board of Directors finds that it is no longer economically feasible to continue the Gatherings, Mainely Men can be dissolved by unanimous vote of the Board of Directors. In the event of dissolution of Mainely Men, all funds and/or real property belonging to Mainely Men will be distributed to charitable organization(s) as directed by the remaining member(s) of the former Board.

**ARTICLE IV – BOARD OF DIRECTORS**

Mainely Men will be guided by a Board of Directors, hereafter referred to as the Board. The Board will consist of from three to eight members. The Board will consist of the following positions; a President, a Secretary, a Registrar, a Treasurer, a Webmaster, and three General members. One Board member may hold two positions if necessary or desired, such as Secretary-Treasurer or Registrar-Treasurer. If this occurs, the maximum number of Board members will remain at eight. Board members will hold these positions at will and may step down from any position at any time. The Board will nominate a new member to fill the position as soon as possible and confirm by majority vote of the Board.

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

The President will facilitate the Board meetings and coordinate the activities of the other Board members. The President will serve as the main point of contact for Mainely Men.

The Secretary will record the minutes of the Board meetings and distribute copies to the Board via email. The Secretary will manage the the email newsletter.

The Treasurer will receive, manage, and disperse the funds of the organization as directed by the Board. The Treasurer will maintain the Corporate registration and insurance of the organization. The Treasurer will prepare a financial summary of each Gathering and present it to the Board as soon as possible after each Gathering.

The Registrar will manage online registration for the Gatherings utilizing the website, and coordinate registration details with the Treasurer and Webmaster. The Registrar or his delegate will coordinate registration check-in at the Gatherings.

The Webmaster will manage Mainely Men's online presence. This includes, but is not limited to, Mainely Men's website, associated emails, and the online store. The Webmaster will receive copies of the meeting minutes, financial report, and other important documents and post them to the online archives as directed by the Board, at least annually before the end of the calendar year.

No Board member will receive reimbursement for any out-of-pocket expenses, (e.g., travel, lodging, or food), for expenditures relating to attending Board Meetings. Board members may receive reimbursement for purchases of goods or services used to plan, organize, and present the Gatherings as directed by the Board. Such purchases will be approved by the Board in advance if possible. If not approved in advance by the Board, they may be approved by the Board after the fact on a case-by case basis.

The Board may create committees to accomplish specific tasks or responsibilities. The Board may delegate specific tasks of the Board. Both of these activities may utilize non-Board volunteers from the Mainely Men community, but the Board will remain responsible and accountable.

Prospective Board members can be nominated and confirmed by the Board at any meeting, but their terms as members of the Board will not begin until January 1<sup>st</sup> of the next calendar year unless filling a vacancy on the Board. Confirmation of new Board members will be by unanimous vote of the current Board. Prospective Board members are required to attend one Gathering and two Board meetings prior to receiving status as voting Board members.

Board member terms will start on January 1<sup>st</sup> and end on December 31<sup>st</sup> of the calendar year. Board members will serve a two year term. Board members may serve one additional consecutive two year term if they so desire. Board members may not serve more than two consecutive terms. Board members wishing to serve consecutive terms must be nominated and confirmed in the same manner as new Board members. Board members serve at

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

will and may resign from the Board at any time. A Prospective Board member will be recruited, nominated, and confirmed as soon as possible to fill the vacant position. This new Prospective Board member will serve out the remainder of the original Board member's term. In this case, the Prospective Board member will join the Board immediately after confirmation by the Board and become a voting member after attending one Gathering and two Board meetings.

Sitting Board members can be removed from the Board for any reason by a unanimous vote of the remaining Board members.

**ARTICLE V – BOARD MEETINGS**

The Board will meet at least once each calendar year and as often as necessary to plan, organize, and present the Gatherings. The Board will hold a Board Meeting open to all attendees on the last day of each Gathering, whenever possible.

The President will facilitate the Board meetings. The President will schedule Board meetings and arrange for a suitable location for them to be held. The President will prepare and distribute an Agenda for the meeting. The President will notify Board members of the date, time, and location of upcoming meetings at least 48 hours in advance.

The Secretary will present for review and approval the past meeting minutes. The Secretary will record and maintain a written summary of the information, discussions, and votes occurring during the Board meetings.

Decisions of the Board will require a quorum of current Board members present as detailed below. Board members may be present in person, by proxy, or via electronic means, such as by speaker phone, video conferencing, or similar means. A quorum is not required for discussions of Board business, only for making binding decisions. Prospective Board members do not count towards the quorum, only voting Board members.

Three, four, or five current Board members = quorum of three Board members present, six or seven current Board members = quorum of four Board members present, eight current Board members = quorum of five Board members present.

Decisions of the Board will be made by majority vote of the Board, except as noted elsewhere. For a majority vote to be passed, a majority of affirmative votes must be cast according to the number of voting members present as detailed below. Prospective Board members do not count towards the number of Board members present.

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

Three Board members present = two affirmative votes. Four or five Board members present = three affirmative votes, six or seven Board members present = four affirmative votes, eight Board members present = five affirmative votes.

Board members may assign their vote to another Board member to vote in their place as proxy. This proxy must be in writing (via document, email, or text) and detail whether the proxy is for a particular issue(s) or limited in any way. The Secretary will add any proxy assignments to the meeting minutes.

Decisions of the Board can be made outside of meetings (via document, email, or text). In this case, the Secretary will record the proposal and votes of the Board. This record will be read into the meeting minutes at the next regular meeting.

**ARTICLE VI – GATHERINGS**

Gatherings will be presented twice yearly, if possible. Registration for the Gatherings will be open to all men without any form of membership. The Board of Mainely Men reserves the right to refuse or condition attendance at the Gathering for any person and for any reason. The Board is responsible for notifying any such person as soon as possible if this becomes necessary.

Advance registration will be required for the Gatherings for the purpose of planning, organization, and managing liability. The Board will set and publish the cut off date for receiving registrations for each gathering.

The Board will set Registration fees for the Gatherings as they deem necessary to fund expected costs and liabilities while maintaining a reserve of funds for future expenses. The Board can reduce or waive registration fees for individual attendees on a case-by-case basis. Members of the Board are entitled to register for the Gatherings at the Newcomer fee for their income level if desired. Men who volunteer to serve as Pinky for a Gathering are entitled to a full scholarship when registering for that Gathering.

**ARTICLE VII – AMENDMENTS**

The Bylaws of Mainely Men may be modified or amended at any Board meeting by the unanimous vote of the entire current Board.

Approved by the Board February 25, 2022

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

**ARTICLE VIII – ADDENDA**

**Addendum A: Bylaws of Mainely Men, Inc. as Established in October, 1984:**

Mainely Men, Inc.

**PURPOSE**

Sponsor opportunities for men to share views on topics of interest to men.

**BY-LAWS**

The Mainely Men, Inc., Board of Directors shall consist of six members.

The length of term for board members will be three years. Board members will serve terms on a staggered basis with two members each year.

No board member may serve two or more terms consecutively. The reappointment process will not apply to original board members. Selection of board members will be by consensus for the voting members of the current board.

The board will meet at least once each calendar year.

The board may create committees to accomplish specific tasks or responsibilities.

The board will oversee the management of funds.

No board member will receive reimbursement for any out-of-pocket expenses, e.g., travel, for expenditures as a board member.

In the event of dissolution of Mainely Men, funds will be distributed to charitable organization(s) chosen by the existing board.

By-laws may be modified or amended by the consensus of the entire board.

Dated: October , 1984.

BYLAWS OF MAINELY MEN, INC  
AS AMENDED ON FEBRUARY 25, 2022

**Addendum B: Bylaws of Mainely Men, Inc. as Amended on January 21, 1990:**

Amended approved January 21, 1990: Terms for Mainely Men board members shall be for three years, beginning or ending with the adjournment of the spring conference meeting. The two board members completing their terms shall be present and voting at the spring conference meeting. The two new board members, having been appointed by the six-man board at the mid-winter meeting, shall be present but not voting at the spring conference meeting. With the adjournment of the spring conference meeting, new board members shall become voting members and thus officially begin their terms.