

**BYLAWS**  
**OF**  
**RANGELEY REGION HEALTH AND WELLNESS PARTNERSHIP**  
**AMENDED AND RESTATED AS OF SEPTEMBER 7, 2017**

**ARTICLE 1**  
**ORGANIZATION**

**1.1 Formation; Articles; Conflict**

The Articles of Incorporation (as amended, the “Articles”) of Rangeley Region Health and Wellness Partnership (the “Corporation”) were filed on October 28, 1993 with the office of the Secretary of State of the State of Maine, pursuant to the Maine Nonprofit Corporation Act, as amended (the “Act”). A true copy of the Articles is attached as an Exhibit to these Bylaws. In the event of a conflict between the terms of these Bylaws and the terms of the Articles, the terms of the Articles shall prevail.

**1.2 Name**

The name of the Corporation is “Rangeley Region Health and Wellness Partnership.” The business of the Corporation shall be conducted under such name, or under such other names as the Board of Directors may select from time to time in accordance with the Act.

**1.3 Offices**

The Corporation's business shall be conducted at offices established on Dallas Hill Road in Rangeley, Maine 04970, which shall be the offices at which records of the Corporation are maintained. The registered office and agent for service of process on the Corporation shall be Richard M. Walker, Harold Ross Road, Rangeley, Maine 04970. The principal business office of the Corporation and the registered office and agent for service of process of the Corporation may be changed by the Board of Directors from time to time in accordance with the Act.

**1.4 Seal**

The Corporation shall have a corporate seal upon which shall be inscribed, as a minimum, the name of the corporation and the word “Maine”.

## **ARTICLE II**

### **PURPOSES**

The Corporation has been organized, and shall at all times be operated, exclusively for such purposes as shall qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of the Act:

(A) To provide, arrange, or support, directly and indirectly, medical services for persons in the Town of Rangeley; Dallas Plantation; Rangeley Plantation; Sandy River Plantation; Lincoln Plantation; Magalloway Plantation; Coplin Plantation; and unorganized townships in Franklin and Oxford Counties, Maine; all in the State of Maine (collectively, the “Service Area”);

(B) To design, operate and participate in activities intended to promote the general health within the Service Area; and

(C) To carry on educational activities related to the promotion of the general health within the Service Area;

in each case to such extent, and by such lawful means, as may be determined by the Board of Directors.

## **ARTICLE III**

### **MEMBERS**

#### **3.1 Eligibility**

The Corporation shall recognize as a Member any person who is, or whose spouse is, (a) registered to vote in the Service Area or (b) listed on the real property tax assessment rolls in the Service Area; provided, however, that such person makes timely written application to the President of the Corporation in accordance with procedures from time to time established by the Board of Directors. Each such application shall set forth the name of the applicant, the applicant’s mailing address, and the municipality or township in which such applicant is either a registered voter or a listed taxpayer.

#### **3.2 Rights and Powers**

The rights and powers of the Members shall be as follows:

- (A) To elect or remove Directors of the Corporation.
- (B) To amend or restate the Articles.
- (C) To amend or restate these Bylaws.

- (D) To approve any merger involving the Corporation.
- (E) To approve the dissolution of the Corporation.
- (F) To approve any sale of all, or substantially all, of the assets of the Corporation.
- (G) To approve the mortgage, lien, pledge or security interest in all or substantially all, of the assets of the Corporation.
- (H) To approve the selection of an auditor for the Corporation.

### **3.3 Meetings**

- (A) **Annual.** Annual meetings of the Members shall be held at such time, date and place as the Board of Directors may designate.
- (B) **Special.** Special meetings of the Members may be held by action of the Board of Directors at such time, date and place as the Board of Directors may designate.
- (C) **Quorum.** At all meetings of the Members, twenty (20) Members, or such other number as the board of Directors may select in its discretion, shall constitute a quorum for the transaction of business.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.1 General Powers**

Except as reserved to the Members, the affairs of the Corporation shall be directed by a Board of Directors in accordance with these Bylaws. The Board shall consist of at least five (5) but not more than twenty-one (21) persons. The number of Directors may be increased or decreased, within the limits specified in this Article, at any special or annual meeting of the Directors. The Board shall have and may exercise all the powers allowed to nonprofit corporations organized and existing under the Act except as may otherwise be limited by the provisions of the Articles and these Bylaws.

#### **4.2 Election**

Directors for the next succeeding year will be elected at the annual meeting of the Members. Each Director shall serve for a term of three (3) years or until his successor is elected and qualified. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

### **4.3 Eligibility**

Except as otherwise provided in this Section 4.3, the Directors will be Members elected by the Membership. It will be the policy of the Corporation, to the extent deemed practicable by the Board of Directors, to seek community representation as follows:

- (A) Each of the seven municipalities in the Service Area will be represented by at least two (2) Directors.
- (B) The unorganized townships in Oxford County, Maine, collectively, will be represented by at least one (1) Director.
- (C) The unorganized townships in Franklin County, Maine, collectively, will be represented by at least one (1) Director.

In addition to Directors who are Members, the Board of Directors shall also elect not less than three (3) nor more than five (5) at-large Directors who are not Members.

### **4.4 Vacancies**

In case of any vacancy on the Board, the remaining Directors may elect a successor for the remainder of the vacant term. Such election shall be made with due regard for the policy of community representation set forth in Section 4.3.

### **4.5 Removal**

Any member of the Board may be removed with or without cause by a two-thirds (2/3) vote of the Directors then in office at any properly convened annual or special meeting of the Board.

### **4.6 Meetings**

The Board shall hold regular meetings on dates that it shall determine, but not less than four (4) times per calendar year. The annual meeting of the Board shall be held immediately following the annual meeting of the Members. Special meetings of the Board may be called by the President, or upon a written request filed with Secretary by seven (7) or more Directors. Meetings of the Board shall be held at the principal office of the Corporation or at such other place or places as may be designated by the President.

### **4.7 Call and Notice; Participation**

The Secretary shall give reasonable notice to each Director of the time, place and date for each meeting of the Board, and shall furnish an agenda relating thereto. Directors who cannot be physically present at any Board meeting may participate and vote at such meeting by telephone. Members so participating will be counted as present at the meeting.

#### **4.8 Quorum; Voting**

A majority of the Directors then in office will constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise specifically provided in these Bylaws, a majority vote will prevail on all matters to be voted on by the Directors. Directors may not vote by proxy.

#### **4.9 Unanimous Action without a Meeting**

Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or of a committee of the Board, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of the Board or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

### **ARTICLE V**

#### **OFFICERS & COMMITTEES**

##### **5.1 Officers; Election**

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may authorize. All officers shall be Directors and shall be elected by the Board of Directors at its annual meeting. Each officer so elected shall hold office for a period of one (1) year or until a successor is elected and qualified.

**The President** shall be the Chief Executive Officer of the Corporation. The President must have at least two (2) years experience serving as a Director to be eligible for election as President. The President shall preside at all meetings of the Members and the Board of Directors, and shall supervise the management of the property and affairs of the Corporation. The President shall be, ex-officio, a voting member of all committees of the Board. With the approval of the Board, the President may appoint and supervise an Executive Director to assist the President in performing the day-to-day functions of the Corporation. The President shall do and perform such other duties as may from time to time be assigned by the Board. The President shall have the power to appoint all committees of the Board and shall be responsible for their actions. In the absence or inability of the President to perform any of the duties of the office, the Vice-President, or in the Vice-President's absence or inability, the Secretary may, by order of the Board, exercise all of the powers of the President.

**The Vice-President** shall cooperate with the President in the exercise of such powers and duties as the President may assign or request from time to time.

**The Secretary** shall send appropriate notices and prepare agendas for all meetings of the Members and the Board, shall act as custodian of all records and reports, and shall be responsible for the keeping and reporting of adequate records of all meetings of the

Members and the Board. The Secretary shall conduct all necessary correspondence and shall notify the members of all committees of their appointment, together with a description of their responsibilities.

**The Treasurer** shall have supervision of all funds of the Corporation. He shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made, and the financial reports are timely presented to the Directors and the Members. The Treasurer will be an ex-officio non-voting member of the Finance Committee.

**The Executive Director**, if appointed by the President, shall assist the President in performing the day-to-day functions of the Corporation, and shall have such duties and delegated powers as may be prescribed by the President and approved by the Board.

## **5.2 Removal of Officers**

Any officer may be removed from office by an affirmative vote of a majority of Directors at a special meeting of the Board called for such purpose. Removal of an officer shall not constitute removal of that person as a member of the Board.

## **5.3 Standing Committees**

Standing committees of the Board shall consist of an Executive Committee, a Finance Committee, a Community Relations Committee, a Facilities Committee, a Bylaws Committee and such other standing committees as the Board may establish.

**The Executive Committee** shall consist of the President, as chair, the Vice President, the Secretary, the Treasurer and such other Directors as the Board may authorize. The Executive Committee may act for the Board in the transaction of all regular business of the Corporation during the period between the meetings of the Board, subject to any prior limitation imposed by the Board.

**The Finance Committee** shall consist of at least three (3) Directors, with one serving as chair. The Finance Committee shall be responsible for advising the Board regarding all financial activities of the Corporation. The Treasurer shall be an ex-officio non-voting member of the Finance Committee.

**The Community Relations Committee** shall consist of at least three (3) Directors, with one serving as chair. The Community Relations Committee shall be responsible for developing and enhancing the Corporation's relationship with the public, and for fundraising.

**The Facilities Committee** shall consist of at least three (3) Directors, with one serving as chair. The Facilities Committee shall be responsible for advising the Board regarding all aspects of the Corporation's physical plant and equipment.

**The Bylaws Committee** shall consist of one or more Directors. The Bylaws Committee shall be responsible for advising the Board regarding amendment of these Bylaws.

#### **5.4 Special Committees**

The Board may appoint special committees. A special committee shall limit its activities to the accomplishment of the task for which it was appointed; have no power to act except as specifically conferred by action of the Board; recommend to the Board any action to be taken relative to the task assigned; and, upon completion of the task for which it was appointed, be discharged.

Prior to the annual meeting each year, the Board shall appoint a special committee to be designated the Nominating Committee. The Nominating Committee shall be responsible for generating a list of potential candidates to serve as Directors for the next succeeding year, and for making recommendations to the Directors and the Members regarding such candidates.

#### **5.5 Appointment; Procedures**

Voting members of committees shall be Directors appointed by the President. With the approval of the Board, the President may also appoint persons who are not Directors as non-voting members of committees. All committees shall meet as needed. A majority of the members of a committee will constitute a quorum for the transaction of business at any meeting. Each meeting shall have an agenda and shall submit minutes of its proceedings to the Board. Members of a committee may not vote by proxy. Each member of a committee shall serve until his/her replacement is appointed.

### **ARTICLE VI**

#### **FINANCIAL MATTERS**

##### **6.1 Financial Accounts**

All funds of the Corporation shall be deposited as received in the Corporation's account(s) established with such bank(s) or other financial institutions as the Board may from time to time approve.

##### **6.2 Signature Authority**

Unless the Board shall otherwise provide:

(A) Any check or other negotiable instrument issued by the Corporation shall be executed on behalf of the Corporation by the President or the Treasurer; and

(B) All other contracts and formal documents to be executed by the Corporation, including deeds, mortgages and leases, shall be executed on behalf of the Corporation by the President and the Treasurer with the approval of the Board.

## **ARTICLE VII**

### **PROTECTION OF OFFICERS AND DIRECTORS**

#### **7.1 Limitation of Liability**

No Director or officer shall be liable to the Corporation except for his/her own negligence and acts in bad faith. No Director shall be liable out of his/her personal assets for any obligation or liability incurred by the Corporation or by other Directors.

#### **7.2 Indemnification**

Any person made a party to any action, suit or proceeding by reason of being or having been a Director, Officer, or employee of or volunteer worker for the corporation, shall be indemnified by the corporation for any damages assessed against him, and/or for reasonable expenses incurred by him, in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law; provided, however, that no person shall be so indemnified in relation to any action, suit or proceeding in which he shall finally be adjudged to have been guilty of, or liable for, willful misconduct, gross neglect of duty or criminal acts. The forgoing provision for indemnification shall not be exclusive of any rights to which such person may be entitled to as a matter of law.

## **ARTICLE VIII**

### **PRIVATE GAIN; CONFLICTS OF INTEREST**

#### **8.1 Prohibition against Private Gain**

No part of the net earnings of the Corporation shall inure to benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in carrying out one or more of its purposes), and no Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of assets of the Corporation upon dissolution.

#### **8.2 Conflicts of Interest**

Any Director, officer or employee of the Corporation who has a personal or adverse interest in a transaction with the Corporation or in a matter presented for authorization, approval or ratification to the Board of or any committee thereof, shall make prompt, full and frank disclosure of the material facts relating to such interest to the Board or committee, as the case may be, prior to its action with respect to such transaction. If, following review of the facts disclosed, the Board or committee makes a determination that there exists a conflict of interest, the person having such conflict may not vote upon, or use his/her personal influence on, or participate in (other than by presenting facts or responding to questions) the discussions or deliberations with respect to such transaction

or matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and any abstention from voting and participation.

## **ARTICLE IX**

### **GENERAL PROVISIONS**

#### **9.1 Amendment**

These Bylaws may be amended by a majority vote of the Members at any regular or special meeting thereof, provided that a full explanation of any proposed amendments shall have been published in the notice calling each such meeting.

#### **9.2 Fiscal Year**

The fiscal year of the Corporation shall commence on the first day of July and end on the thirtieth day of June of the next succeeding calendar year.

#### **9.3 Gender**

Any word or reference contained in these Bylaws which implies one gender shall be applied to the other gender whenever appropriate.

#### **9.4 Notices and Waiver**

Whenever any notice is required to be given by law, the Articles, or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Such waiver will be filed with the records of the Corporation or be made part of the minutes of the relevant meeting.

#### **9.5 Meeting Rules**

All meetings of the Board and committees thereof shall be conducted in accordance with "Robert's Rules of Order", revised, unless otherwise provided by the Board.