

**AMENDED AND RESTATED BYLAWS
OF
RETAIL ASSOCIATION OF MAINE, INC.**

**ARTICLE I
NAME AND LOCATION**

Section 1. The name of the Association is Retail Association of Maine, Inc.

Section 2. The principle office of the Association shall be at Augusta, Maine. The Association may also have offices at such other places as the Board of Directors may determine or the business of the Association may require.

**ARTICLE II
PURPOSE**

Section 1. Purpose. The purpose for which Retail Association of Maine, Inc. is formed is exclusively as a business league not organized for profit as contemplated by §501 (c) (6) of the Internal Revenue Code of 1986 or any successor provision. Any references herein to any provision of such Code shall be deemed to mean such provision is now or hereafter existing, amended, supplemented, or superseded as the case may be. The specific purpose of the Association shall be to improve business conditions for its members involved in the retail, wholesale and service industries. The Association shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of Maine.

Section 2. Limitations.

- a. The Association shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, religion, color, creed, sex, sexual orientation, disability or national or ethnic origin:
 - i. in the persons served, or in the manner of service;
 - ii. in the hiring, assignment, promotion, salary determination or other conditions of staff employment; or
 - iii. in the membership of its Board of Directors.
- b. The Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in §501 (c) (6) of the Internal Revenue Code of 1986, or any successor provision, or as a corporation to which contributions are deductible under the Internal Revenue Code of 1986, or any successor provision.

- c. The Association is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Officer or Director of the Association, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.
- d. On dissolution, after provision is made for payment of debts, all property of the Association, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of §501 (c) (6) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Association shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

ARTICLE III MEMBERSHIP

Section 1. Membership. Membership of the Association shall be limited to the following categories:

- a. Retail Member. Any individual or entity who manufacture and/or sell goods and chattels or who provide a service to the general public or to other businesses or entities.
- b. Associate Member. Any individual or entity not fitting within definition above.

Membership shall become active upon qualification within one of the membership categories and payment of dues in accordance with Section 2 of this Article III. The Board of Directors shall determine, from time to time, the manner of appointment, qualifications and rights of Members and Membership categories.

Section 2. Dues. The dues payable from each Members and category of Membership in the Association shall set from time to time by the Board of Directors of the Association.

Section 3. Voting Rights. The members shall vote upon the following matters:

- 1. The election of Board of Directors.
- 2. Changes to these Bylaws.
- 3. Any member initiated action.

A quorum of fifty (50) members, including members represented by proxy, shall be required at a membership meeting. A vote of the majority of members present at a meeting, or represented by proxy, shall be required to approve a proposed vote. Each member organization with voting rights may cast one vote regardless of the number of representatives from the organization present at the time of the vote.

A member initiated action shall require presentation by 1/10th of the membership, by vote or by proxy to be called for a vote.

Section 4. Proxy. At all meeting of members, members may vote in person, by proxy in writing or by general power of attorney produced at the meeting. Such powers of attorney shall be good until revoked. No proxy shall be voted upon when granted more than ninety (90) days prior to the meeting which shall be named therein and shall not be valid after adjournment of such meeting.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of the Board of Directors, may suspend or expel a member with or without cause. Failure to pay dues within three (3) months after they are due makes a member inactive and will suspend the privilege of holding office, casting votes and receiving any publication or membership benefits from the Association.

Section 6. Annual Meeting. An annual meeting of the members shall be held in the month of October or on such other date as may be fixed by the Board of Directors, in each year for the transaction of such business as may come before the membership.

Section 7. Special Meetings. Special meetings of the members may be called by the Board of Directors from time to time for the transaction of such business as may come before the membership.

Section 8. Notice of Meetings of Members. Written or printed notice stating the place, day and hour of any meetings of members shall be delivered either personally, by e-mail or by mail to each member not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the persons calling the meeting. The purpose for which the meeting is called shall be stated in the notice.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Purpose, Powers, and Duties. The Board of Directors has the general power to manage the affairs, funds, and property of the Association and disburse the Association's monies and dispose of its property in fulfillment of its Corporate purpose; provided, however, that the fundamental and basic purpose of the Association, as expressed in the

Articles of Incorporation shall not thereby be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital of the Association to inure to the benefit of any private individual.

The Board of Directors shall appoint an President and CEO who shall be responsible to the Board for the administrative and business management of the Association. The Board of Directors may further delegate authority to committees or to individual Directors as it deems necessary for the carrying out of the purposes and business of the Association.

Section 2. Number and Composition. The Board of Directors shall consist of at least fifteen (15) but no more than twenty-one (21) Directors, or the number fixed from time to time by the Directors then serving in office except that a Director's term may not be shortened by a reduction in the Board's size. No more than one-third (1/3) of the Directors shall be employed by or affiliated with National businesses and at least two thirds (2/3) of the Directors shall be employed by or affiliated with Maine owned businesses. The Directors of the Association shall be selected taking into account geographic distributions, type of goods or services sold, size of business and other such factors as will provide for broad representation of all members.

Section 3. Election, Term of Office. Directors shall normally be elected at the annual meeting of the Association by a majority vote of the members in attendant. Directors shall be elected to office for a term of three (3) years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A Director may be elected to consecutive terms. The elected Directors shall be divided into three (3) classes of approximately one-third of the elected Directors at each annual meeting.

Section 4. Ex-Officio Directors. Annually, by majority vote of the Directors then serving in office, the Board of Directors may designate additional ex-officio Directors with vote or Ex-officio Directors without vote. Ex-officio Directors with vote shall be counted in determining whether or not a quorum is present at a meeting. Ex-officio Directors without a vote shall not be counted in determining the presence of a quorum.

Section 5. Resignation and Removal of Directors. Any Director may resign by giving written notice of his or her resignation from the Board to the President or Secretary of the Association. 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 or without cause, by a two-thirds vote of the members at a special meeting called for that purpose.

Section 6. Nonparticipating Directors. Any Director who is absent from three (3) consecutive entire Board meetings without explanatory

communication acceptable to the President shall be considered to have resigned and, upon approval by a majority vote of the Directors present and voting at any regular meeting of the Board of Directors, shall be notified to this effect.

Section 7. Vacancies. Vacancies in the Board, however arising, shall be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Association shall normally be held during the month of October each year, or on such other date as may be fixed by the Board of Directors.

Section 2. Regular Meetings. The frequency and dates of regular meetings of the Board of Directors shall be fixed by resolution of the Board of Directors, except that the Board shall meet no less than six (6) times per year.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or Vice Chair of the Board or shall be called by the Secretary at the request in writing of any two (2) voting Directors then serving in office if the proposed topic of such meeting cannot be reasonably be delayed until the next regularly scheduled Board meeting. The purpose of the meeting shall be stated with the request and no business shall be transacted except that for which the meeting has been called.

Section 4. Action Without a Meeting. Action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the voting Directors then serving in office.

Section 5. Telephone Meetings. Members of the Board or of any committee may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Section 6. Notice of Meetings. Written notice of the time and place of the annual and regular meetings shall be sent to each Director at least seven (7) days, but not more than thirty (30) days, prior to the date of such meetings. Written notice of special meetings shall be sent to each Director to the last known place of business or residence of each Director not less than three (3) days prior to the date of such meeting.

Section 7. Waiver of Notice. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at such time and place within or without the State of Maine as the Board of Directors shall designate, any actions may be taken thereat, if notice thereof is waived in writing by every Director having the right to vote at the meeting.

Section 8. Conflict of Interest and Anti-Trust Statement. Members of the Board of Directors will annually sign a Conflict of Interest and Anti-Trust statement adopted by the Board of Directors. The signed copies will be kept in the files of the Association and made available for examination upon request of any member in good standing.

Section 9. Quorum. Unless provided for differently elsewhere in these Bylaws, the greater of (i) four (4) Directors then serving in office, or (ii) one fifth (1/5) of the Directors then serving in office, shall constitute a quorum for all meetings of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 10. Voting. At any meeting of the Directors, every voting Director present at such meeting shall be entitled to one (1) vote and, except as otherwise provided by law or by these Bylaws; the act of a majority in the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors.

ARTICLE VI OFFICERS

Section 1. Principal Officers. The principal Officers of the Association shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. All Officers shall be elected to office from among the Directors then serving at the time of the election and no director may fill more than one position at a time. The Board of Directors at any meeting may by resolution elect or appoint additional Officers, appoint a registered agent or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

Section 2. Election and Term of Office. The Officers of the Association shall normally be elected to a one-year term at the annual meeting of the association, but any vacant officer position may be filled at any meeting of the Board at which a quorum is present, by a vote of the majority of the

Directors present in person at the meeting. The Nominating Committee shall prepare a list of nominations for Director and Officer positions.

Section 3. Removal of Officers. Any Officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the number of Directors then serving in office.

Section 4. Vacancies. Vacancies among the Officers, however arising, shall be filled by a majority vote of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. The list of nominations for Officer positions, recommended by the Nominating Committee, shall be included with the notice of the meeting at which the election is proposed.

Section 5. Chairman. The Chairman shall preside at all meetings of the Board and the Executive Committee and generally do and perform all acts incident to the office of Chairman, and shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these Bylaws, the Chairman shall appoint the chairs of each Board committee and be an ex-officio voting member of each Board committee.

Section 6. Vice Chairman. In the absence of inability to act of the President, the Vice Chairman shall exercise the powers and perform the duties of the Chairman. The Vice Chairman shall also generally assist the Chairman and shall have such other powers and perform such other duties as may from time to time be designated by the Chairman or by the Board of Directors.

Section 7. Treasurer. The Treasurer, or other such persons (including the President and CEO, or other Officers or employees of the Association) as may be designated by the Board of Directors, shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Association and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions of the Association. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Association in the name of and to the credit of the Association in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Association based upon proper vouchers of such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board.

Section 8. Secretary. The Secretary, or his or her designee, shall keep, or cause to be kept; the minutes of all meetings of the Board and the

Executive Committee in one or more books provided for that purpose and shall see that the minutes of meetings of the Board and of the Executive Committee are distributed promptly to all members of the Board of Directors. He or she shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall be the custodian of the seal of the Association and shall affix and attest the seal to any and all documents the execution of which on behalf of the Association under its seal shall have been specially or generally authorized by the Board of Directors. He or she shall have charge of all of the books, records, and papers of the Association relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

Section 9. President and CEO. The President and CEO, subject to the direction of the Chairman and the Board, shall be the chief administrative officer of the Association, perform all administrative duties, including the supervision of the salaried staff of the Association, attend the meetings of the Association and of the Board, and attend all possible meetings of the committees of the Association. He/she shall supervise all publications of the Association, cause a proper system of accounts to be kept of all monies received and disbursed by the Association, make an accounting thereof to the Board when requested, and perform such other duties as shall be assigned to him/her by the Chairman, the Board or the Executive Committee. He/she shall provide such bond as may be required by the Board of Directors. The President and CEO shall be a non-voting, ex-officio member of all committees of the Association.

Section 10. Bonding. Any Officer or employee of the Association having access to, or major responsibility for, the handling of money or securities of the Association shall, if required by the Board of Directors, give such security to the faithful performance of his or her duties as the Board of Directors may require.

ARTICLE VII COMMITTEES

Section 1. Creation. The Board of Directors may by resolution at any meeting of the Board designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory Council and/or honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the Board of Directors. The terms of appointment and expectation of service of any advisory or honorary group shall be determined by the Board of Directors.

Section 2. Membership. The Chairman of the Board of Directors or his or her designee shall appoint the chair of each committee. Normally, the chair of each committee shall appoint the other committee members in consultation with the Chairman of the Board or management staff. Each committee typically shall consist of at least three members, at least one of whom shall be a voting member of the Board of Directors. Unless otherwise provided for in these Bylaws or by the laws of the State of Maine, any committee designated by the Board of Directors may include as full voting members of such committees such persons, whether or not Directors or Officers of the Association, as the Board of Directors shall determine. Each such committee shall have power to the extent delegated to it by the Board of Directors and in accordance with the laws of the State of Maine. Each committee shall keep minutes of proceedings and report to the Board of Directors.

Section 3. Committee Meetings. Unless otherwise provided for in these Bylaws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall include the officers of the Association and up to four (4) other board members who are elected by a majority vote at a regularly scheduled board meeting. The Chairman shall be the chair of the Executive Committee. The President and CEO shall be an ex-officio and non-voting member.

Section 2. Responsibilities. The Executive Committee shall have all the powers of the Board of Directors in the interim between Board of Director's meeting, except that the Executive Committee shall not have the power to adopt the Association's budget, to take any action which is contrary to, or a substantial departure from the direction established by the Board of Directors, or which represents a major change in the business of the Association, amend the Bylaws, adopt a plan of merger or consolidation, sell or dispose of substantially all of the property or assets of the Association or voluntarily dissolve the Association or revoke such dissolution. The Executive Committee shall submit reports to the Board of Directors on any actions taken.

Section 3. Meetings. The Executive Committee shall meet as requested by the Chairman. Notice of time, place and purposes of the meeting shall be given each member with not less than twenty-four (24) hours notice.

Section 4. Quorum. Four (4) members of the Executive Committee must be present to constitute a quorum for the transaction of business.

ARTICLE IX NOMINATING COMMITTEE

Section 1. Powers. There shall be a Nominating Committee to recommend candidates for board officer positions and vacant or renewing board positions. The Committee shall be responsible to the Board of Directors through the Chairman. The Nominating Committee shall provide a single slate of nominees to fill vacancies among officers and the Board of Directors in accordance with these Bylaws.

Section 2. Composition. The Nominating Committee shall be composed of two (2) or more members appointed by the Chairman.

Section 3. Selection of Chairperson. Immediately following the annual meeting of members, the chair of the Nominating Committee shall be appointed by the Chairman from the members of the Nominating Committee and shall serve a one (1) year term.

ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification. Every person who is or shall be or shall have been a Director or Officer of the Association and his or her personal representative shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and other than in the reasonable belief that his or her action was in the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. Liability Insurance. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent to the Association, or is or was serving at the request of the Association as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any such

capacity or arising out of that person's status as such, whether or not the Association would have the power to indemnify that person against such liability under this section.

ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended, or repealed in whole or in any part at any duly organized meeting of Membership of the Association, by a majority vote of the members in attendance, assuming a quorum is present. Any proposal to amend these Bylaws shall be included with the notice of the meeting at which the amendment is proposed.

ARTICLE XII CORPORATE SEAL

The seal of the Association shall be circular in form and shall bear the name of the Association, the name of the State and the year of incorporation.

ARTICLE XIII AUDIT OF ACCOUNTS

A certified public accountant selected by the Executive Committee with the approval of the Board of Directors shall examine the books and accounts of the Association at the conclusion of each fiscal year, or at the determination of the Board of Directors. He/she shall make a written report of his/her findings which shall be presented to the Executive Committee, and upon approval of the committee, kept in the files of the Association and made available for examination upon request of any member in good standing.

ARTICLE XIV FISCAL YEAR

Except as from time to time otherwise elected by the Board of Directors, the fiscal year of the Association shall be a calendar year.