Winter Harbor Music Festival, Inc.

BYLAWS

Adopted 1/1/2025

ARTICLE I – NAME

The name of the organization is Winter Harbor Music Festival. Winter Harbor Music Festival, Inc. is not-for-profit educational organization with a 509 (a) (2) designation under section 501(c) (3) of the Internal Revenue Code.

ARTICLE II – MISSION

The mission of the Winter Harbor Music Festival is to incorporate musicians of all ages and skill levels into performances with professional artists, offering donation based Classical Music performances in rural Downeast Maine.

ARTICLE III – AUTHORITY

Section 1 – Board of Directors' Authority – The governance of Winter Harbor Music Festival is and shall be entrusted to the Board of Directors. The Board of Directors shall approve management's direction and goals and assist their implementation. In addition to the power and authority expressly conferred upon it by these By-Laws, the Board shall take all such actions as necessary for nonprofit organizations under applicable laws of the State of Maine including filing an annual report, filing the appropriate 990 federal tax form, and compliance with other reporting guidelines.

Section 2 – Fiscal Year – The fiscal year of Winter Harbor Music Festival, Inc. shall commence on January 1st and terminate the following December 31st of every calendar year.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number of Directors – The Board of Directors shall consist of not less than three or more than 10 Directors. New Directors shall be proposed by the current directors and shall be voted upon by the Board of Directors.

Section 2. Number of officers – The Board of Directors shall contain at least three officers; President, Clerk/Registered Agent, and Treasurer and may include Vice-President

Section 3 – Termination – A Director may be terminated for any valid reason by a two thirds (2/3) vote of the Board of Directors at the next meeting following a motion for termination.

Section 4 – Non-Discrimination – The Board of Directors shall establish, and Winter Harbor Music Festival shall abide by, a policy of non-discrimination regarding participants, performers, faculty, staff, volunteers and audience members, ensuring they will not be discriminated against because of race, color, ancestry, ethnic group, age, sex, religion, national origin, handicap or disability, sexual orientation, marital status, or veteran status.

ARTICLE V- OFFICERS

Section 1 – Positions – Officers of the Board of Directors for the Winter Harbor Music Festival , Inc shall be; President, Vice-President, Secretay/Clerk/Registered Agent and Treasurer. Officer candidates must be a current Director to hold office.

Section 2 – Duties of Officers –

A. President - The President shall preside over all meetings of the Board of Directors. The President shall be responsible for retaining all incorporation documents, shall file an annual report with the State of Main perform all acts incidental to the Office of the President and shall authorize all expenditures outside of the approved budget. Additional powers and duties may be assigned by the Board of Directors.
B. Vice-President – The Vice-President may assume the duties of the President in the event they are unable to perform them.
C. Secretary/Clerk/Registered Agent – The Secretary shall be responsible for retaining al board meeting minutes and shall file an annual report with the State of Maine.
D. Treasurer – The Treasurer is responsible for the integrity of financial records and is empowered to pay all budgeted bills without further approval. The treasurer may enlist the assistance of an accountant or attorney as needed and budgeted for.

Section 3 – Appointment of Officers – Officers shall be appointed by the board of directors.

Section 4 – Vacancies in Office – In the case of vacancy in the office of the President, the Secretary/Clerk/Registered Agent shall succeed to the office for the unexpired term or until a new president is duly elected by the board. In case of a vacancy in the offices of Treasurer, or Secretary/Clerk/Registered Agent, the vacancy shall be filled for the unexpired term by the Board of Directors.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 – Meetings Required – The Board of Directors of the Winter Harbor Music Festival shall meet at least once annually in October in-person or remotely at a time designated by the President.

Section 2 – Voting Rights of the Board of Directors – each Director, except an ex-officio director, shall be entitled to one vote on each matter properly submitted to the Board of Directors via notice of meeting or agenda.

ARTICLE VIII – FINANCE

Section 1 – Budget – One month prior rior to January 1st of each year, a budget of estimated revenues and expenses for the coming year shall be proposed by the Executive Director and voted for adoption by the Board of Directors.

ARTICLE X – AMENDMENT OF BY-LAWS

Section 1 – Voting Process – These By-Laws or any part of them may be amended, repealed or added to by a two-third (2/3) majority vote of the Board of Directors at any regular meeting at which a simple majority of the membership of the Board of Directors is present (one-half of the directors plus one).

Section 2 – Notification – Notice of such intended action shall be stated in the notice of the meeting sent to all members of the Board of Directors not less than seven days prior. Amendments shall be read at one meeting and acted on at the next regular meeting.

ARTICLE XI – ADVISORY BOARD

Section 1 – Purpose – The Advisory Board of the Winter Harbor Music Festival shall serve as a non-governing body that provides guidance, expertise, and community support to the Board of Directors and leadership of the

organization. The Advisory Board may assist in advancing the mission of the Winter Harbor Music Festival through artistic consultation, community engagement, fundraising support, and strategic advice.

Section 2 – Membership – Members of the Advisory Board shall be appointed by the Board of Directors. Nominations may be made by other Advisory Board members but must be confirmed by the president of the Board of Directors. Advisory Board members may include musicians, educators, community leaders, patrons, or other individuals who demonstrate a commitment to the mission of the Winter Harbor Music Festival.

Advisory Board members are not members of the Board of Directors and shall not possess voting authority unless proposed and approved for membership by the Board of Directors.

Section 3 – Responsibilities – The Advisory Board may assist the Winter Harbor Music Festival in the following ways:

A. Providing artistic, educational, or professional advice to support the mission and programming of the organization.

B. Assisting with community outreach and audience development within the Downeast Maine region and beyond.

C. Supporting fundraising initiatives, including donor cultivation, sponsorship development, and grant opportunities.

D. Promoting the public visibility and reputation of the Winter Harbor Music Festival.

E. Offering strategic guidance regarding long-term planning, partnerships, and program development.

Section 4 – Meetings – Advisory Board members may meet periodically at the invitation of the President of the Board of Directors either in person or remotely, to discuss organizational initiatives and provide recommendations.

Section 5 – Authority – The Advisory Board shall serve solely in an advisory capacity. Final authority for all organizational decisions shall remain with the Board of Directors of the Winter Harbor Music Festival, Inc.