

BY-LAWS

MAINE COLLEGE OF HEALTH PROFESSIONS

As Amended  
01/26/2015

ARTICLE I: NAME AND LOCATION

The name of this Corporation shall be the Maine College of Health Professions (“Corporation” or “College”) and its location shall be at Lewiston, Maine.

ARTICLE II: SEAL

The seal of this Corporation shall be a circular die bearing the words “Maine College of Health Professions, Lewiston, Maine, 1977.” Pending the procurement of a die seal, a wafer seal, or common corporate seal may be used in its place.

ARTICLE III: PURPOSES

The purpose of the Corporation shall be to maintain a College of Health Professions to prepare eligible students for the Associate in Applied Science Degree and to grant such degrees from the College; to contribute to educational activities relevant to the continuing delivery of optimal health care in the region; and to promote and carry on research related to healthcare.

The Corporation is organized exclusively for charitable, scientific and educational purposes as a non-profit Corporation. Its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of any member, trustee, officer, or individual.

ARTICLE IV: MEMBERSHIP OF THE CORPORATION

Section 1. The only member of the Corporation shall be Central Maine Medical Center.

Section 2. Powers and Rights.

The Member shall have the following rights and powers, and except as expressly stated herein, shall also have the rights of members, including the right to vote on any matters on which members may have a right to vote, under Title 13-B, Maine Revised Statutes:

- (a) Fix the number of Trustees within the limits set forth in the Articles of Incorporation.
- (b) Elect Trustees upon nomination by the Board of Trustees of the Corporation.
- (c) To review the annual operating and capital budgets and any proposed unbudgeted capital expenditure of \$100,000 or greater, any project involving new and unbudgeted annual operating expenses of \$100,000 or greater, or the Corporation incurring any unbudgeted long term debt of \$100,000 or greater, and to disapprove any such budget, expenditure, or

debt to the extent that the Member concludes that it would be financially detrimental or economically unfeasible to the Corporation or the Sole Member.

- (d) To appoint a firm of public accountants to conduct annually an independent audit of the Corporation's finances.

#### ARTICLE V: ANNUAL MEETING

Section 1. The annual meeting of the Member for the election of Trustees of the Corporation shall be held in January of each year unless the member or the Chairman of the Board of Trustees shall appoint some other time.

Section 2. Special meetings of the Corporation may be called at any time by the sole member.

#### ARTICLE VI: BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of not less than seven (7) and not more than seventeen (17) voting members, (two of whom shall be the Chairman and the Treasurer, ex officio) and the President who shall be a non-voting ex officio member.

Section 2. Trustees shall be nominated by the Board of Trustees and elected by the sole member. In selecting candidates for Trustee, consideration shall be given to persons who have knowledge and experience in the areas of nursing, health care, education, finance, development, and planning.

Section 3. Trustees shall serve a term of three (3) years and may be reappointed. A Trustee shall serve until he dies, resigns, is removed or until his term ends and a successor is elected.

Section 4. The Board of Trustees shall have general control and supervision of the business of the Corporation.

The affairs, funds and other property of the Corporation shall be directed and managed by the Trustees who, except as otherwise provided by law, the Article of Organization or these Bylaws shall have, exercise and discharge all powers and duties of the Corporation. They shall appoint and charge every faculty member of the Corporation, whether clinical or non-clinical, and such other employees and agents of the Corporation as they shall determine to be needed by the Corporation and to require appointment by the Trustees.

The powers of the Board shall include, but not be limited to:

- a. Conferring degrees of the College;
- b. Setting tuition and fees;
- c. Approving and monitoring of clinical affiliations;
- d. Development of a strategic plan;
- e. Approval and periodic review of College's policies and procedures to achieve the mission of the College;
- f. Approval of operating and capital budgets;

- g. Nominating candidates for Trustees;
- h. Selecting the President whom shall serve until resignation, death or removal by the Board of Trustees;
- i. Evaluating the President;
- j. Monitoring the overall quality of the College.

Section 5. Chairman of the Trustees. The Chairman shall preside at all meetings of the Trustees and shall have, exercise, and discharge such other powers and duties as may be specified in the Bylaws or assigned to him by the Trustees at any time. In the event that the Chairman shall be absent, the Trustees may elect from their number a Temporary Chairman to preside at meetings.

Section 6. Honorary Trustees. Every person who has served as a Trustee and as such has provided significant services to the Corporation shall be eligible to be invited by the member each year at the Annual Meeting to serve as an honorary trustee of the Corporation (“Honorary Trustee”); and, if such invitation is accepted, the term of the Honorary Trustee shall run from the date of acceptance to the next Annual Meeting. Every Honorary Trustee shall be entitled to notice of and may attend and participate in every meeting of the Trustees, but shall not be entitled to vote at any such meeting or be counted for the purpose of establishing a quorum.

Section 7. At all times, a majority of the Trustees of the Corporation shall not be financially interested persons. For purposes of this section, a “financially interested person” is an individual who has received compensation from this Corporation (or from Central Maine Medical Center or Central Maine Healthcare Corporation) within the previous twelve (12) months, for services rendered as an employee, independent contractor, or consultant, either directly, or indirectly through a legal entity in which the individual has a financial interest (not including the shareholder of a publicly held Corporation); or the spouse, brother, sister, parent or child of such an individual.

## ARTICLE VII: OFFICERS OF THE CORPORATION AND THEIR ELECTION

Section 1. The Corporation shall have a President, Chairman, Treasurer, Secretary and such vice presidents and assistant secretaries or assistant treasurers as the Board of Trustees may authorize.

Section 2. The Chairman shall be a person having no financial interest in the College and shall be elected by a majority vote of the Board. The Treasurer shall be elected by a majority vote of the Board. Each shall serve until resignation, death, or removal by majority vote of the Board or the Sole Member.

The President shall be appointed by the Board of Trustees and shall serve until resignation, death or removal by the Board of Trustees. The Secretary and any other officers shall be appointed by the Board of Trustees and shall serve at the pleasure of the Board.

## ARTICLE VIII: POWERS AND DUTIES OF OFFICERS OF THE CORPORATION

Section 1. The Chairman shall serve as a voting ex officio member of the Board of Trustees and shall preside at meetings of the Board of Trustees. He shall report annually to the sole Member on the status of the operation of the Corporation. He shall perform such other duties as may be imposed by law, by by-law, or by vote of the Board of Trustees.

Section 2. The President shall be a qualified and experienced educator who shall be responsible for the day to day administration of the College. The President shall be the chief executive officer and agent of the Trustees and shall, subject to their authority, supervise, direct and control all operations of the Corporation. The President shall:

- a. Work with the Board of Trustees, develop, update and implement a strategic plan for the College.
- b. Recommend to the Trustees an annual budget for the Corporation.
- c. Report to the Trustees on the affairs of the Corporation at least three times each year.
- d. Report at least annually to the Trustees the names of those candidates who shall have qualified for degrees from the Corporation, the names of those persons recommended for appointment to the Faculty and the names of those members of the Faculty recommended for promotion, contract renewal or promotion and contract renewal.
- e. Serve as the Affirmative Action Officer of the Corporation.
- f. Execute authorized contracts, deeds, bonds, mortgages, notes and other instruments in the name of the Corporation, unless the Trustees shall have delegated to some other person authority to execute any such instrument.
- g. Annually appoint Program Directors for each program area.
- h. Delegate authority, subject to the approval of the Trustees, to other officers and employees of the Corporation for the purpose of promoting orderly administration
- i. Have, exercise and discharge such other powers and duties as the Trustees may assign to him.
- j. Except as otherwise specified by the Board of Trustees, appoint, evaluate, promote, transfer and dismiss all employees of the Corporation.

Section 3. The President shall appoint a controller for the Corporation who shall be responsible for financial controls, budget development, financial planning and managing the financial accounts of the Corporation. The controller shall report to the President and to the Board of Trustees, and shall work cooperatively with the external auditors.

Section 4. The Treasurer shall, subject to the supervision of the Chairman and the Board of Trustees, have general oversight of the financial affairs of the Corporation. He shall have custody of the funds and of the seal and all valuable papers of the Corporation. He shall perform such other duties as may be delegated to him by the Chairman or the Board of Trustees or as may be imposed by law.

Section 5. The Secretary shall keep the records of the Corporation and of the Board of Trustees. He shall perform such other duties as may be delegated to him by the Chairman or the Board of

Trustees or as may be imposed by law. In his absence from any meeting, a temporary Secretary may be appointed by the Chairman.

Section 6. Promissory notes, deeds, drafts, and assignments of securities shall be signed by the President or the Treasurer unless the Board of Trustees shall designate other persons for such purpose.

Section 7. Any officer may be removed at any time, without a finding of cause, by the official or body which appointed that officer, upon determination by such official or body that the best interests of the Corporation will be served thereby.

#### ARTICLE IX – CORPORATE COMMITMENT AND SIGNATURE AUTHORIZATION

Section 1. General. Officers or an employee expressly designated by an authorized officer may make commitments and execute and deliver documents on behalf of the Corporation as authorized by these Bylaws and/or by the Trustees.

Section 2. Commitments Approved by Trustees. Any contract or other document which embodies a commitment that has been approved by the Board of Trustees (or sole member when required) in the course of their action on any budget of the Corporation or otherwise may be executed and delivered on behalf of the Corporation by the President, Treasurer or any other officer designated by either of them. Any unbudgeted contract or other commitment in an amount of \$10,000 or more must be approved by the Board.

Section 3. Commitments Not Approved by Trustees. Any commitment not requiring approval under Section 2, may be executed and delivered, on behalf of the Corporation by the President or the Treasurer.

#### ARTICLE X – FACULTY

Section 1. Bylaws of the faculty. The Trustees shall adopt Bylaws and similar instruments of governance for the organization and conduct of the affairs of the faculty. The Trustees may amend or repeal such instruments only (1) in response to a written recommendation made by members of the faculty to the Trustees; or (2) following at least thirty days' written notice by the Trustees to the faculty of the action proposed to be taken by the Trustees, during which time the Trustees shall give due consideration to any recommendations received from such faculty members. At the request of the faculty, the President and one or more Trustees shall come before a meeting of the faculty to review and hear comments on the proposed action.

Section 2. Appointments to the Faculty. The Bylaws of the faculty shall establish procedures for processing and evaluating applications and recommendations for appointment, reappointment and promotion of the faculty by the Trustees. Every appointment and promotion shall be in accordance with such Bylaws.

Section 3. The Board of Trustees shall strive to protect members of the faculty from external interference by persons or agencies not involved in the College's education process which might jeopardize their academic independence or the independence of the College.

#### ARTICLE XI: MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular meetings may be held at least 4 times per year at times fixed by the Board of Trustees.

Section 2. The President or the Chairman may at any time call a special meeting of the Board of Trustees and such meeting shall be called upon the written request of any four (4) Trustees.

Section 3. Any action which may be taken at a meeting of the Board of Trustees may be taken alternatively:

- a. By unanimously written consent of the Trustees at any time before or after the intended effective date of such action.
- b. At a meeting held without a call or notice if a quorum is present and if the Trustees who did not attend, after learning of the action taken and of the impropriety of the meeting, fails to make prompt objection thereto.
- c. A Trustee may participate in a meeting telephonically or by similar electronic means.
- d. At all meetings of the Board of Trustees the presence of fifty percent (50%) of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of Trustees present at any meetings at which there is a quorum shall be the act of the Board of Trustees. If at any meeting duly called, a quorum shall not be present, a lesser number may adjourn the meeting until such time as a quorum can be obtained.

#### ARTICLE XII: COMMITTEES

The Chairman will have the authority to create and appoint the members of any committee or committees, including an Executive Committee, from among members of the Board, with each committee consisting of two (2) or more Trustees and other than the Executive Committee may include non-Trustees.

#### ARTICLE XIII: CONFLICT OF INTEREST

Section 1. Statement of Potential Conflicts: Prior to accepting a position on the Board of Trustees and annually thereafter, each Trustee shall submit in writing to the Chairman a list of all businesses and other organizations of which the proposed Trustee is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder (at least 5% of the shares), employee or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Trustee might have a conflicting interest. Each written statement will be resubmitted at least annually or at such time as the information in a previously submitted disclosure changes. The Chairman shall become familiar with the statements of all Trustees in order to guide his conduct should a conflict arise.

Section 2. Conduct of Meeting of the Board of Trustees When Conflict Exists: At such time as any matter comes before the Board of Trustees which involves or may involve a conflict of interest, the affected Trustee shall make known the potential conflict, whether disclosed by written statement or not. Such Trustee shall answer any questions that might be asked, and shall disclose all material facts. At the request of the Chairman, the Trustee shall withdraw from the meeting for so long as the matter shall continue under discussion. In the event the conflict of interest affects the Chairman, the Temporary Chairman is empowered and may require that the Chairman remove himself in the same manner, and for the duration of the discussion and action on the matter the Temporary Chairman shall preside. In the absence of the Temporary Chairman, the Treasurer may assume such responsibilities. Officers or Trustees with a conflict may be counted in determining the presence of a quorum.

Section 3. Approval of Transactions Where Conflict May Exist: A Trustee who has a direct or indirect financial interest in a matter coming before the Board of Trustees or committee of the Board of Trustees shall not vote on such matters. However, any such Trustee shall be counted in determining the presence of a quorum. A transaction in which one or more Trustees has a financial interest may be approved if it receives the affirmative vote of a majority of the Trustees who have no direct or indirect interest in the transaction, but in no event may a transaction be approved by a single Trustee. Further, the Board of Trustees may authorize, approve, or ratify a transaction in which one or more Trustees has a financial interest only if the interest is disclosed or known to the Board or committee of the Board, and only if the transaction is fair and equitable to the Corporation as of the date that the transaction is authorized, approved or ratified.

Section 4. No person shall be appointed to or shall continue to serve as a member of the Board of Trustees, if that person serves as a Board member, officer or management employee in a policy-making position, in another unrelated educational organization which competes with the Corporation, or in another organization which is likely to cause regular or ongoing conflicts with that person's duty to the Corporation.

#### ARTICLE XIV: AMENDMENT OF BYLAWS

These bylaws may be amended by vote of a majority of the Board of Trustees, provided that any proposed amendment has been submitted in writing to the Trustees at least one week prior to the meeting at which it is to be voted on; and further provided that an amendment shall not be effective until it has been submitted to the Sole Member for review. The Sole Member may disapprove all or part of an amendment to the extent that it finds that the amendment would be contrary to, or inconsistent with, the Articles of Incorporation, Title 13-B of Maine Revised Statutes, the requirements of Section 501(c) (3) of the Internal Revenue Code, other applicable statutes and regulations, or the corporate mission of this Corporation or of the Sole Member.

#### ARTICLE XV: GENDER NEUTRALITY

The use of one gender in these Bylaws shall be deemed to apply equally to the other gender.

ARTICLE XVI: INDEMNIFICATION

The Corporation shall exercise the power to indemnify its trustees, officers, employees and agents as provided in and as authorized by section 714 of the Maine Nonprofit Corporation Act (13-B M.R.S.A. § 714).

ARTICLE XVII: PRESIDENT EMERITUS STATUS

Section 1. The Board of Trustees, in recognition of distinguished service to the College, may elect president to president emeritus status upon that person’s retirement from, resignation from, or termination of employment with the College. A person shall be elected to president emeritus status only by resolution adopted by majority vote of the Board of Trustees. Such a resolution shall typically designate such a person to have president emeritus status with respect to the office, title, or position held by that person immediately prior to his retirement, resignation or termination of employment (e.g. President Emeritus) and, subject to agreement of the designee, shall utilize the masculine designation “emeritus” for male designees and the feminine designation “emerita” for female designees.

Section 2. Each person elected to emeritus status, as a condition precedent to his authorized use and enjoyment of emeritus status, shall be required to accept the designation of emeritus status (and any renewal thereof) in a writing containing terms consistent with this by-law and any other terms and conditions adopted in the Board resolution.

Section 3. A person elected to emeritus status may represent himself as having emeritus status in connection with the College only during such periods and in such form as this status has been authorized by these bylaws and by the authorizing resolution adopted by majority vote of the Board of Trustees. Election to emeritus status shall be for such term as shall be fixed by the Board of Trustees in the authorizing resolution and may be renewed from time to time by subsequent resolution. Emeritus status may be revoked at any time for any reason or for no reason by majority vote of the Board of Trustees.

Section 4. Emeritus status is an honorary academic designation, which carries no authority to bind, speak or act on behalf of the College. A person elected to emeritus status is not a director, trustee, officer, employee or agent of the College, receives no compensation, and is not eligible for employment benefits, provided, however, that election to emeritus status shall not preclude a former faculty member, officer, or employee from enjoying or receiving any employment benefit which became vested during that person’s employment with the College or which is deemed by its terms to continue following termination of that person’s employment.

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