

# BYLAWS OF PORTLAND FISH EXCHANGE<sup>1</sup>

## ARTICLE I

### Name

Section 1. Name. The name of this corporation is the Portland Fish Exchange.

## ARTICLE II

### Principal Office

Section 1. Principal Office. The principal office for the conduct of the activities of the corporation will be located at the premises leased by the corporation on the Portland Fish Pier, Portland, Maine.

## ARTICLE III

### Meetings of Corporator

Section 1. Annual Meeting. The Annual Meeting of the Corporator will be held at the principal office of the corporation on the third Monday of October in each year. The Secretary will cause a notice of the Annual Meeting (i) to be posted at some conspicuous place at the principal office of the corporation; and (ii) to be mailed to the Clerk of the City of Portland, in each case not less than 30 days before the date fixed for the meeting. The Board of Directors as well as members of the public will be entitled and encouraged to attend the

---

<sup>1</sup> This version reflects amendments passed in 2009.

Annual Meeting and will be entitled, subject to the direction of the chairperson of the meeting, to ask questions and state their views.

Section 2. Special Meetings. Special Meetings of the Corporator may be called by the President, by the Board of Directors or by the Corporator itself to be held at such time and place as may be fixed in the call for the meeting. If no such place is fixed, the Special Meeting will be held at the principal office of the corporation. Notice of Special Meetings will be given in the same manner as the notice of the Annual Meeting, and the Board of Directors and members of the public will have the same right to attend, to ask questions and to state their views as in the case of the Annual Meeting.

Section 3. Proxies. The Corporator may vote at any Annual or Special meeting of the Corporator by a proxy or proxies, executed in writing by the Corporator and authorized by its City Council. The Corporator may, but is not required to, appoint any one or more or all, of its City Councilors as its proxy agents to represent it at any Annual or Special Meeting of the Corporator.

Section 4. Action in Writing. Notwithstanding any other provision of these Bylaws to the contrary, any action required or permitted by law or otherwise to be taken at a meeting of the

Corporator may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by the Corporator by authority of its City Council and filed with the Secretary of the corporation as part of the corporate records. Such written consent will have the same effect as a unanimous vote by the Corporator and may be described as such in any certificate or document required or permitted to be filed with the Secretary of State as well as in any certificate or document prepared or certified by any officer of the corporation for any purpose.

#### ARTICLE IV

##### Board of Directors

Section 1. Powers; Eligibility. The activities of the corporation will be managed by a Board of Directors which will have the powers and duties set forth in the Articles of Incorporation, these Bylaws and the Corporation's own Rules and Regulations. Directors may not be employees of the State of Maine, but they shall be residents of the State of Maine.

Section 2. Qualification of Directors. The Board of Directors will be divided into four classes, as follows:

Class A Directors. There will be two Class A Directors who will be either 1) an individual engaged primarily in the business of fishing or harvesting fish, either for their own account or as a partner or employee, and whose vessel

is home ported in the State of Maine, or 2) a registered Seller Representative in good standing with the Exchange. No person will be eligible to be appointed as a Class A Director unless he or she has transacted business with the corporation during the 12 months immediately preceding his or her appointment. At least one Class A Director shall either be a resident of the City of Portland or be employed or contracted and, during his or her term remain employed or contracted, by a vessel whose home port is the City of Portland.

Class B Directors. There shall be two Class B Directors who will be individuals engaged primarily in the business of processing or purchasing fish or fish products either for their own account or as partners or employees of others. No person will be eligible to be appointed as a Class B Director unless he or she has transacted business with the Corporation during the 12 months immediately preceding his or her appointment. At least one Class B Director shall be either a resident of the City of Portland or be employed and, during his or her term remain employed, by a business engaged in the processing or purchasing of fish or fish products, the principal location of which is in the City of Portland.

Class C Directors. There shall be two Class C Directors from the public at large, one of whom shall be a resident of the City of Portland, and the other of whom shall be a resident of the \*State of Maine. \*(Amended by Corporator per Order 50-17/18 effective September 28, 2017)

In all cases, the decision of the Corporator as to whether or not individuals either qualify as, or are eligible to be appointed as, Class A, Class B or Class C Directors will be binding and conclusive, and not be open to question by anyone.

Class D Director. There shall be one Class D Director. Notwithstanding any provision contained in these Bylaws to the contrary, such person: (i) need not be a resident of the City of Portland; (ii) may, but need not be, a member of the City Council of the City of Portland; and (iii) may, but need not be, an employee of the City of Portland. The provisions of Article IV of these Bylaws, Section 3, regarding public advertisement; Section 4, regarding term of office; and Section 5, regarding opportunity to make recommendations, will not apply to the Class D Director. References to classes of Directors in Section 4 will not apply to the Class D Director.

Class E Director. There will be one Class E Director who

will be nominated by the City Manager. The provisions of Article IV of these Bylaws, Section 3, regarding public advertisement; Section 4, regarding term of office; and Section 5, regarding opportunity to make recommendations, will not apply to the Class E Director. References to classes of Directors in Section 5 will not apply to the Class E Director.

Section 3. Nomination of Directors. In determining those persons who will be appointed as Directors at the Annual Meeting of the Corporator, the Corporator, acting through its City Manager or an appropriate committee, will receive nominations for each class of Director. Nominations for Directors of the Corporation in classes A through C will be solicited by public advertisement.

Before electing any nominees as Class A, Class B or Class C Directors, the Corporator will advise the Board of Directors, then in office, of the names of all nominees and provide the Board with an opportunity to make its own recommendations in regard to them.

Section 4. Term of Office. Directors in each of the five Classes of Directors will be elected by the Corporator to serve as such for terms of two years, beginning on November 1, and expiring on October 31. However, all Directors will continue to

serve until their successors have been duly elected and qualified. In the event of an off-schedule election of a Director, such Director's term will expire on October 31 in the second year of service, regardless of election date.

Section 5. Vacancies. Vacancies which may occur in any Class of the Board of Directors for any reason will be filled for the unexpired term by the Corporator who will appoint an individual who is qualified and eligible for such Class. Before filling any such vacancy, the Corporator will receive nominations and provide the Board of Directors with an opportunity to make its own recommendations with respect to any nominee as provided in Section 3.

Section 6. Resignations. Any Director may resign his or her office by delivering a written resignation to the President. A resignation will become effective upon the date or condition stated therein.

## ARTICLE V

### Meetings of Board of Directors

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors will be held without call at the first Regular Meeting following the Annual Meeting of the Corporator either at the principal office of the corporation or at some other place fixed by the President.

Section 2. Regular Meetings. Other Regular Meetings of the Board of Directors may be held without call at such place, date and time as may be fixed, from time to time, by resolution of the Board of Directors.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called by the President, any two (2) Directors or by other persons who are authorized by law to call Special Meetings. The place, date and time of Special Meetings will be fixed in the call therefore.

Section 4. Notice of Meetings. Notices of Annual, Regular, or Special Meetings of the Board of Directors will be given either by the person or persons calling the same or by the President or Secretary, and will be posted in a conspicuous place on the premises leased by the corporation at the Portland Fish Pier at least five (5) days before the meeting and also provided to the directors at least five (5) days in advance.

Neither the business to be transacted thereat nor the purpose of any Annual, Regular or Special Meeting of the Board of Directors is required to be specified in the notice except when required by law.

Section 5. Public Participation. Members of the public may attend any meeting of the Board of Directors and will be entitled, subject to the direction of the chairperson of the



meeting, to ask questions and state their views, provided that the Board of Directors may go into executive session and determine matters therein when, having a quorum, a majority of them deem it appropriate to do so.

Section 6. Quorum. Four Directors will constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of a majority of the Directors, present at a meeting of the Board at which a quorum is present, will be deemed to be the act of the Board of Directors. Directors may be present at the meeting of the Board and fully participate via teleconference.

Section 7. Indemnification. The corporation will in all cases indemnify any person who either was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of this corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the maximum extent permitted by law, including, without limitation, 13-B M.R.S.A. §714, and acts additional thereto and supplementary thereof, to which reference

is made.

## ARTICLE VI

### Officers

Section 1. Officers. The officers of the corporation will be chosen annually at the Annual Meeting of the Board of Directors, and will consist of a President, Vice President, Treasurer and Secretary. A single individual may serve in more than one office. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers.

Section 2. Term. Officers will be elected for a term of one (1) year to serve until the next Annual Meeting of the Board of Directors or until their successors have been duly elected and qualified. Officers may succeed themselves for any period of years.

Section 3. Removal. Any officer of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors with a current Board member.

Section 5. President. The President is required to be a Director. He or she will preside at all meetings of the Board of Directors.

Section 6. Vice President. The Vice President will preside at all Meetings of the Board of Directors in the absence of the President and will perform such other duties as may be assigned

by the President.

Section 7. Secretary. The Secretary will attend all meetings of the Corporator and the Board of Directors and keep minutes of all meetings of the Corporator and the Board of Directors in a book or books kept for that purpose. The Secretary will also perform such other duties as may be prescribed by either the Board of Directors or the President. The Secretary, will have authority to affix the corporate seal to any instrument which requires it; and, when so affixed, it may be attested by the Secretary or by any Assistant Secretary.

Section 8. Treasurer. The Treasurer will have the responsibility for monitoring all corporate funds and securities, and will have access to financial records at all times. He or she will work with the Exchange Manager to ensure appropriate and timely financial reports are made available to the Board; manage the Board's review of and action related to its financial responsibilities; and ensure an annual audit is performed. The Treasurer will also perform such other duties as may be prescribed either by the Board of Directors or the President.

Section 9. Exchange Manager. The Exchange Manager will have superintendence of the marketing activities of the corporation, including, without limitation, all auction sales held on the premises of the corporation and such other powers and duties as

may be set forth in the Rules and Regulations. The Exchange Manager may be an individual, corporation or partnership, and will be selected by the Board of Directors which will determine the compensation of the Exchange Manager. The Exchange Manager, as such, may not be an officer of the corporation or a member of the Board of Directors. Section 10. Other Employees. Other employees of the corporation will be appointed, supervised by, and serve at the pleasure of the Exchange Manager.

#### ARTICLE VII

##### Corporate Seal

The corporate seal will be circular in form and will bear the words and figures "Portland Fish Exchange," the word "Maine and the year of the corporation's incorporation. The form of such seal may be altered from time to time by the Board of Directors.

#### ARTICLE VIII

##### Rules and Regulations

Section 1. Rules and Regulations. The Rules and Regulations of this corporation will be developed and adopted by the Board of Directors for the administration and operation of the fish exchange and will not be considered Bylaws of the corporation. The Rules and Regulations may not conflict with the Articles of Incorporation or with these Bylaws.

Section 2. Amendment. The Secretary will report any

amendment of the Rules and Regulations, as adopted by the Board of Directors, to the President, Treasurer, Secretary or Clerk of the Portland Fish Pier Authority, a Maine corporation, within five (5) days after adoption, so that it may take action with respect thereto in accordance with Exhibit B of the Articles of Incorporation, as amended by order of the City Council of the City of Portland, acting as sole incorporator, on June 1, 1989.

#### ARTICLE IX

##### Adoption and Amendment of Bylaws

Section 1. Adoption. The initial Bylaws of this corporation were adopted by the incorporators.

Section 2. Amendments. The power to amend, alter or repeal the Bylaws is vested in the Corporator.