

THE SEA GLASS CENTER, INC.

BYLAWS

ARTICLE ONE

PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Kennebunk, County of York, State of Maine. The Corporation may have such other offices, either within or without the State of Maine, as the Board of Directors may determine from time to time.

ARTICLE TWO

PURPOSE

The organization is organized exclusively for public, charitable, and/or educational purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE THREE

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Maine.

Section 2. Number of Directors. The number of Directors shall be no less than three and no more than fifteen.

Section 3. Annual Meeting. An annual meeting of the Directors shall be held at the principal office of the Corporation, or at such other location as the Directors may designate, on the first Tuesday of February in each year, beginning with the year 2014 at the hour of 4:00 p.m. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of

Maine, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated therein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as shown thereafter as is convenient.

Section 4. Tenure of Directors. Each Director shall serve a term of one year. Directors are entitled to serve an unlimited number of consecutive terms, if duly elected.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw on the first Tuesday of each month. The Board of Directors may provide, by resolution, an alternative time and place for holding the scheduled regular meeting or additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director/President or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 7. Attendance. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee by means of conference telephone, video conferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such manner by any member shall constitute presence in person at such meeting.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered personally or sent by regular mail or e-mail to each Director at his or her address as shown by the records of the Corporation. If

mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 9. Quorum. Seventy-five percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than seventy-five percent of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 12. Removal of Directors. At a special meeting of the Board of Directors called expressly for that purpose, a majority of the Directors present may vote to remove a Director, with or without cause whenever in the judgment of the Board of Directors the best interests of the Corporation could be served thereby. If any Directors are removed at such meeting of the Board

of Directors, new Directors may be elected at the same meeting without express notice being given of such election.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE FOUR

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be an Executive Director/President, a Director of Operations/Vice President, a Registered Agent, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at a regular annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New Officers may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if

any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

ARTICLE FIVE

COMMITTEES

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, or him or her, by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint

such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE SIX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Executive Director of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, donation, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE SEVEN

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having and

exercising any of the authority of the Board of Directors.

ARTICLE EIGHT

FISCAL YEAR

The fiscal year of the Corporation shall be such or may from time to time be established by the Board of Directors.

ARTICLE NINE

WAIVER OF NOTICE

Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN

LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Exculpation. No Director or Officer of THE SEA GLASS CENTER, INC. shall be liable for acts or defaults of any other Officer or member or for any loss sustained by THE SEA GLASS CENTER, INC. or any member thereof, unless the same has resulted from his or her own willful misconduct or gross negligence.

Section 2. Indemnification. Every Director, Officer and member of THE SEA GLASS CENTER, INC. shall be indemnified by THE SEA GLASS CENTER, INC. against all reasonable costs, expenses, and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of his or her having been a Director, Officer or member of THE SEA

GLASS CENTER, INC. whether or not he or she continues to be such Director, Officer or member of THE SEA GLASS CENTER, INC. at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or gross negligence toward THE SEA GLASS CENTER, INC. in the performance of his or her duties, or in the absence of such final adjudication, any determination of such liability by the opinion of the legal counsel selected by THE SEA GLASS CENTER, INC. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and shall inure to the benefits of the legal representatives of such person.

ARTICLE ELEVEN

AMENDMENT TO THE ARTICLES OF INCORPORATION OR BYLAWS OF THE CORPORATION

The Articles of Incorporation of the Bylaws of the Corporation may be amended by a majority vote of the members of the Board of Directors of the Corporation present and voting at a given meeting. A proposal to amend the Articles of Incorporation or the Bylaws of the Corporation may be presented to the Board of Directors by any Director at any regular, annual or special meeting of the Board of Directors. If said amendment is to be considered at a special meeting of the Board of Directors, written notice setting forth the proposed amendment of a summary of the changes to be effected thereby shall be given to each Director entitled to vote at such special meeting within the time and in the manner provided in these Bylaws for the giving of notice of such special meetings of Directors. No written notice of such proposed amendments are necessary if they are to be entertained at the regular or annual meetings of the Board of

Directors.

ARTICLE TWELVE

PURPOSE AND ACTIVITIES

Section 1. The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.