

BYLAWS OF THE EDGAR J. (GUY) PARADIS CANCER FUND

Article I **General**

Section 1.1 Name. The name of the corporation shall be the EDGAR J. (GUY) PARADIS CANCER FUND [hereafter called The Fund or The Corporation].

Section 1.2 Location of Corporation. The Corporation shall have its principle place of business at 194 East Main Street, Fort Kent, ME 04743.

Section 1.3 Administration. Northern Maine Medical Center (NMMC) shall be the administrator of the Fund. Directors of The Fund shall be known as the **Guy Paradis Cancer Fund Board of Directors**, and shall be responsible for all the activities of The Fund. The Board of Directors shall be responsible for planning fund raising drives, coordinating the education component, developing a support mechanism, determining eligibility of requests for assistance, distributing the monies, and for electing officers of the Board.

Section 1.4 Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors: Phillip Parent, Esq., 33 Main St., Van Buren, ME

Article II **Purposes**

Section 2.1 General Purposes. The Corporation is organized as a nonprofit organization and shall be operated on a nonprofit basis to provide supports and services to cancer patients who are residents of the St. John Valley, who's territory includes: from Allagash to Hamlin, Eagle Lake, Daigle, Guerrette, Sinclair, St. Agatha, New Canada, Winterville, Wallagrass, and Cyr Plantation.

Section 2.2 Financial Assistance for Outside the Valley. The Fund will provide financial assistance to the immediate family members or support persons of cancer patients to help defray costs of transportation and lodging expenses so they can accompany the patient to diagnostic and treatment appointments that need to be performed at a medical facility away from the St. John Valley. The goal of this assistance is to assure to the patient the moral support that only the presence of the family can provide.

Section 2.3 Financial Assistance Within the Valley. Those who live outside of a 15-mile radius of NMMC may qualify for mileage reimbursement when travel is required for diagnosis and treatment that may include chemotherapy, radiation, blood transfusions and surgery.

Section 2.4 Reimbursement Rate. The rate of reimbursement for travel expenses shall be approved annually by the Board of Directors of the Corporation (Current rates are included in Addendum A). A maximum of \$3,200 per year shall be provided to each patient's family. Exceptions to this annual amount may be granted with the approval of the Board of Directors.

Section 2.5 Requests for Assistance. Requests for assistance shall be made directly to Northern Maine Medical Center Administrative office through the funds application.

Section 2.6 Support. The Fund shall provide a monthly support group for cancer patients, family members, and friends.

Section 2.7 Resources. The Fund shall provide a library of books, CDs, DVDs, and other resources for cancer patients and their loved ones. This library shall be housed at the NMMC Oncology Clinic. A list of community resources shall be provided on The Fund website.

Section 2.8 Education. The Fund shall provide an educational program for cancer patients, family, friends, and professionals each year.

Section 2.9 Powers. The Corporation shall have all such powers as are authorized to nonprofit corporations by the Maine Nonprofit Corporation Act.

Section 2.10 Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of the Corporation shall be used exclusively for its charitable, scientific, and educational purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of salaries and expenses to officers and employees of the Corporation.

Section 2.11 Dissolution. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Upon dissolution, no part of the net earning shall go to the benefit of any private shareholder or individual. All of the assets of the Corporation remaining after payment of all its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, and as an organization that is engaged in activities and mission that is substantially similar to those of this Corporation.

Article IV **Board of Directors**

Section 4.1 Management by Board of Directors. The affairs of the Edgar J. (Guy) Paradis Cancer Fund shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2 Number of Directors. The number of Directors shall not be less than nine and not more than fifteen. The Board of Directors will be composed of at least 51% of NMMC employees. The remainder of the members will be two members from the Paradis family; and absent of this, the Board of Directors will be members of the communities that are served by The Fund.

Section 4.3 Terms of Office. The Directors shall be elected by the Board. All directors shall hold three year terms and may request to be re-elected to the Board for subsequent three year terms.

Section 4.4 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 4.5 Removal of Directors. The Board of Directors may suspend or remove a Director at any time, with or without cause, by a two-thirds affirmative vote of the Board.

Section 4.6 Resignation. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any Director who fails to attend 50% of the regularly scheduled Board meetings during any twelve months shall be deemed to have resigned from the Board, unless such Director has provided the President with prior notice of his or her inability to attend the meeting, or unless the Board waives this requirement with respect to said Director. The President shall provide written notice to the Board and to the Secretary stating that such Director has been deemed to have resigned from the Board in accordance with this section. Failure to attend a Special Meeting of the Board shall not be considered in determining this attendance requirement.

Directors shall not receive any salaries for their services or compensation for the expense of attending Board meetings from the Fund.

Article V
Meetings of the Corporation

Section 5.1 Annual Meeting. The annual meeting of the Corporation shall be held in October of each year.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors may be held on such notice (notice to include but not limited to the agenda of any items requiring a Board vote other than acceptance of minutes and committee reports), and at such time and at such place as may from time to time be determined by the Board of Directors, in no case less than four times a year.

Section 5.3 Special Meetings. A special meeting of the Board of Directors may be called by the President on his or her own motion or upon written request of a majority of the Directors at any time by giving the Board of Directors a reasonable notification of said meeting. Directors shall be informed of the purpose of any Special Meeting.

Section 5.4 Telephonic Meetings. The Directors may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence of the Director at such meeting. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, he or she will be called.

Section 5.5 Quorum. A quorum of the Board of Directors shall be the majority of Board members.

Section 5.6 Conduct of Meeting; Record of Meetings. The President of this Corporation, or in her or his absence, the Vice-President or, in his or her absence, the Treasurer, or in her or his absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary, Clerk, or designee shall keep a record of the meeting.

Section 5.7 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 5.8 Informal Action by Directors. Actions of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within five (5) days of such specific action.

Section 5.9 Notice. Whenever, under the provisions of the statutes, Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, such notice shall be given in writing by personal delivery, by mail, telephone, fax or electronic mail, addressed to such Director at his or her address as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at his or her telephone number, fax or electronic mail as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States mail.

Article VI
Officers and Agents

Section 6.1 Number of Officers. The number of officers shall be at least three (3) and up to five (5), and will consist of a president, vice president, secretary, treasurer, and publicity director. Offices may be combined;

however, no more than two officer positions may be combined, and at no time shall the offices of President and Treasurer be combined.

Section 6.2 Election of Officers. The Board of Directors shall elect the officers of the Corporation at the annual meeting, and whenever there is a vacancy in office.

Section 6.3 Compensation. There shall be no compensation for officers of the Board.

Section 6.4 Terms of Office. The officers of the Corporation shall hold office until their successors shall have been elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by an affirmative vote of the majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors. All officers shall hold offices for two (2) years from the date of their election.

Section 6.5 President. The President shall preside over all meetings of The Corporation and of the Board of Directors. She/he shall perform all duties cast upon the president of a corporation by the laws of the State of Maine and the United States of America and such other duties as may be conferred upon him/her by vote of The Corporation or the Board of Directors and shall have the power and duties usually pertaining to the office of President of a corporation. In the event of disability of the President, the Vice-President shall perform the duties of the President

Section 6.6 Vice-President. The Vice-President shall perform such duties as are assigned to him or her by the President of the Board and/or the Board. In the absence of the President of the Board, he or she shall perform the duties of that office.

Section 6.7 Secretary. The Secretary shall record the proceedings of all meetings of The Corporation and of the Board of Directors. She/he shall have general charge of the records of a corporation and shall keep them within the state. She/he shall perform all duties provided by law to be performed by a secretary of a corporation and such other duties as are conferred by these bylaws or may be conferred on her/him by The Corporation or the Board of Directors.

Section 6.8 Treasurer. The Treasurer shall have charge of monitoring all funds of the corporation. The Treasurer shall be the NMMC Chief Financial Officer and shall provide full and complete records of all receipts and disbursements to the Board of Directors. The Treasurer shall oversee that the disbursement of such funds is only by the authority of the Board of Directors in such manner as they prescribe. All checks shall be signed by NMMC's Chief Financial Officer, Chief Operating Officer or Chief Executive Officer.

Section 6.9 Publicity Director. The Publicity Director shall have charge of initiating and monitoring publicity for the activities for the Fund. The Publicity Director shall forward pertinent materials to the Webmaster and will notify the President of submissions.

Section 6.10 Registered Agent. As required by the Corporation Act, the Corporation shall have and continuously maintain a registered agent, who shall be a resident of the State of Maine and who shall not be deemed an officer of the Corporation. The position of registered agent shall be ministerial in nature, and the registered agent, in his or her capacity as such, shall have no authority to engage in any policy making function on behalf of the Corporation. The registered agent may certify all votes, resolutions, and action of the Board, and committees of the Board, and may attest all documents executed on behalf of the Corporation.

Article VII Miscellaneous

Section 7

Section 7.1 Roles and Responsibilities of the Board of Directors. The Board of Directors shall be responsible for planning fund raising drives, coordinating the education component, developing a support mechanism, determining eligibility of requests for assistance, distributing the monies, and for electing officers. At times the Board of Directors will partner with various groups or organizations for fundraising.

Section 7.2 Corporate Debt. The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 7.3 Facsimile Signatures. Facsimile signatures of any officer of the Corporation may be used whenever authorized by the Board or President. The Corporation may rely upon the facsimile signature of any person if delivered by or on behalf of such person in a manner evidencing an intention to permit such reliance.

Section 7.4 Interpretation. Headings and captions used herein are inserted for convenience only and shall not be used to construe the scope or content of any provision. In the case of any conflict between the provisions of the Articles and these Bylaws, the Articles shall control. In the case of any ambiguity or other question concerning interpretation of these Bylaws, the good faith interpretation of the Board shall be binding on the Corporation.

Article VIII

Finances

Section 8.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by NMMC's Chief Financial Officer Chief Operating Officer or Chief Executive Officer.

Section 8.2 Fiscal Year. The fiscal year of the Corporation shall end on September 30th unless fixed by resolution of the Board of Directors. (Cindy is working on.)

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Article IX

Liability; Indemnification

Section 9.1 Directors and Agents. The individual property of the Directors, officers, employees or agents of The Corporation shall not be held liable for the debts of The Corporation.

Section 9.2 Indemnification. The Corporation shall indemnify without formal action by the Board of Directors, a person who is or was a Director, officer, employee or agent of The Corporation, to the fullest extent authorized by law, including, without limitation, liability for expenses incurred in defending against pending, commenced, or threatened actions. The foregoing rights of indemnification shall, in the case of death or incapacity of any Director, officer or other person described in this Section 9.2, inure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.

Section 9.3 Insurance. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 9.2, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not The Corporation would have the power to indemnify such person under the laws of the State of Maine.

Article X

Conflicts of Interest

Section 10.1 Conflict of Interest. The Directors shall exercise their powers and duties in good faith and with a view to the interests of The Corporation. No contract or other transaction between The Corporation and one or more of its Directors, or between The Corporation and any corporation, firm or association in which one or more of the Directors of The Corporation are directors or officers or are pecuniary or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, as long as the conditions specified in paragraph (a), (b), and (c) exist;

- (a) The fact of the common directorate or interest is disclosed or known to the Board of Directors at a regular meeting, and the disclosure is noted in the minutes along with the Board action to authorize, approve or ratify such contract or transaction in good faith by a vote sufficient for the purpose, and
- (b) The contract or transaction is commercially reasonable to The Corporation at the time it is authorized, ratified, approved or executed.
- (c) Common or interested Directors may be counted in determining the presence of a quorum at any meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies any contract or transaction. Such common or interested Director shall be excluded from final discussion and vote on such contract or transaction.

Article XI Amendments

Section 11.1 Amendments. These bylaws may be amended at any annual meeting by two-thirds of those present or at a special meeting agreed upon by the Board of Directors.

ATTEST: _____ **DATE:** _____
Secretary

Amended: 9.2.16
Effective: 6/11/2015

ADDENDUM A

MILEAGE REIMBURSEMENT

- Round trip for treatment outside of the Valley \$ 0.25/mile
- Overnight expenses (with receipts and according to the Guidelines) \$75.00/night
- Travel to the hospital for treatment related therapy,
to include chemotherapy, blood transfusion and radiation,
outside of a 15 mile radius of the hospital \$ 0.25/mile
- Total Maximum Cap per rolling year. \$3,200.00

Amended: 6/11/2015

Effective: 6/11/2015

ADDENDUM B

ADMINISTRATION OF THE FUND

- Receive applications for assistance.
- Meet with patients and/or family members to obtain or provide information relative to applications for assistance.
- Process applications for assistance, to include verification of cancer diagnosis and verification of physician appointments, tests, therapies.
- Verify recipients do not exceed the \$3,200 cap per rolling 12 month period.
- Prepare and mail checks to patients and/or family members.
- Enter transactions (deposits, checks, transfer of funds) in Quicken.
- Receive donations to The Fund; send acknowledgements of donations received to family members and/or donors.
- Prepare monthly financial statements consisting of a balance sheet, income statement and comparative income statement.
- Perform monthly reconciliation of cash account balances to bank statements.
- Perform quarterly reconciliation of investment account balances to investment statements.
- Statistics with past history.