

Proposed New Bylaw Language

Vacancies: Present Bylaws.

6.8 Vacancies.

- 6.8.1 If the office of President should become vacant, the President-elect shall succeed to the presidency.
- 6.8.2 If the office of the President-elect should become vacant the Chair of the Board of Directors shall perform the duties until the next Annual Session.
 - 6.8.2.1 Both the new President and the new President-elect shall be elected at the next Annual Session.
- 6.8.3 If the office of the Treasurer should become vacant, the Executive Committee will appoint another Treasurer for the remainder of the term.
- 6.8.4 If the Office of the Chair of the Board of Directors becomes vacant:
 - 6.8.4.1 The Board of Directors will elect a new Chair at its next meeting as the first order of business.
 - 6.8.4.2 The President will act as Chair of the Board of Directors until the election of the new Chair.

Vacancies: Bylaws with changes shown.

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- 6.8.1 If the office of President should become vacant, the President-elect shall succeed to the presidency.
- 6.8.2 If the office of the President-elect should become vacant the Chair of the Board of Directors shall perform the duties until the next Annual Session or until a President Elect is appointed by the Executive Committee to serve the remainder of the term
 - 6.8.2.1 If the vacancy for President Elect is a result of the President Elect filling a vacancy for the office of the President, a new President Elect will be elected at the next Annual Session.

- 6.8.2.2 If the vacancy for President Elect is a result of the President Elect no longer being able to serve. ~~Both the new President and the a new~~ President-elect shall be elected at the next Annual Session.
- 6.8.2.3 If 6.8.2.2 applies, a President may be elected at the next Annual Session.
- 6.8.3 If the office of the Treasurer should become vacant, the Executive Committee will appoint another Treasurer for the remainder of the term.
- 6.8.4 If the Office of the Chair of the Board of Directors becomes vacant:
 - 6.8.4.1 The Board of Directors will elect a new Chair at its next meeting as the first order of business.
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Vacancies: Clean Copy.

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- 6.8.2.3 If 6.8.2.2 applies, a President may be elected at the next Annual Session.
- 6.8.3 If the office of the Treasurer should become vacant, the Executive Committee will appoint another Treasurer for the remainder of the term.
- 6.8.4 If the Office of the Chair of the Board of Directors becomes vacant:
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 - 6.8.4.2 The President will act as Chair of the Board of Directors until the election of the new Chair.

New Article 14:

Article 14: Maine Medical Education Foundation:

- 14.1 The Association, as Trustee, may receive, hold and disburse, strictly in trust for the purpose hereinafter provided, contributions to an enduring fund heretofore established by the Association and known as the Maine Medical Education Foundation, such fund with all additions and accretions thereto being devoted to the granting of loans for the purpose of medical education.
 - 14.1.1 This fund, being held in trust, cannot and shall not be used for the general purposes of the Trustee Association, or for any purpose other than that expressed in the provision above, except that administration, collection, and fund promotion expenses may be charged to the foundation for activities involved in its operation.
 - 14.1.2 This fund and all accretions thereto are and shall be forever held and administered by the Association as Trustee entirely separate from its general and any other funds, and shall not be available to satisfy the debts of the Trustee Association.
- 14.2 The Trustee shall have the authority to buy, sell, lease, and otherwise act with respect to personal and real property, the income therefrom to be used solely for the purposes noted in Article 14.1.
 - 14.2.1 Transactions involving real property shall be undertaken only with the approval of the Executive Committee. Once such transactions are approved, the President, the Executive Vice President, or the Secretary-Treasurer may execute any necessary documents authorized by the Committee.
- 14.3 The Trustee Association shall have the authority to ratify all actions by the Association in relation to the fund between September X, 2011 and September 10, 2017.
- 14.4 In event of the dissolution of the Trustee Association, any remaining assets held by the Maine Medical Education Foundation, subject to the

jurisdiction of the Court, will be distributed to organizations which have been granted exemption under Section 501 (c) (3) of the 1954 Internal Revenue Code.