

MAINE STATE LEGISLATURE

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(EMERGENCY)
FIRST REGULAR SESSION

ONE HUNDRED AND NINTH LEGISLATURE

Legislative Document

No. 298

H. P. 253

House of Representatives, February 2, 1979

Referred to the Committee on Legal Affairs. Sent up for concurrence and ordered printed.

EDWIN H. PERT, Clerk

Presented by Mrs. Nelson of Portland.

STATE OF MAINE

IN THE YEAR OF OUR LORD NINETEEN HUNDRED
SEVENTY-NINE

**AN ACT to Allow the Trustees of the Portland Ministry at Large to Seek Changes
in its Articles of Incorporation.**

Be it enacted by the People of the State of Maine, as follows:

Emergency preamble. Whereas, Acts of the Legislature do not become effective until 90 days after adjournment unless enacted as emergencies; and

Whereas, Trustees of the Portland Ministry at Large located at Portland, Maine, is a corporation created by the Private and Special Laws of Maine, 1850, chapter 341; and

Whereas, the Maine Revised Statutes, Title 13-B, subsection 1, paragraph D, as amended, permits the corporate charter to contain specific provisions for the distribution of assets upon dissolution; and

Whereas, the Private and Special Laws of 1850, chapter 341, does not include such provisions; and

Whereas, it is advisable to make certain other changes in the governing instrument; and

Whereas, it is desirable to affect these changes prior to the end of the fiscal year of the corporation; and

Whereas, these changes are necessary to permit all required filings with the Internal Revenue Service in the most expeditious manner; and

Whereas, in the judgment of the Legislature, these facts create an emergency within the meaning of the Constitution of Maine and require the following legislation as immediately necessary for the preservation of the public peace, health and safety; now, therefore,

Be it enacted by the People of the State of Maine, as follows:

Sec. 1. P&SL 1850, c. 341, §§ 2 and 3, are repealed and the following enacted in their place:

Sec. 2. Property; how applied. The corporation may take and hold real and personal estate by donation or otherwise. And the estate thereof shall be faithfully applied to promote religious and charitable improvement and condition of the greater Portland community by such modes of relief and ministration as they may judge best suited to the object, all in support of and in furtherance of the purposes of the First Parish Society of Portland, Maine.

Sec. 3. Trustees; officers. The members of the present board of trustees shall resign at the request of the members of the First Parish Society of Portland, Maine. The board of trustees shall consist of 7 persons, 4 of whom shall constitute a quorum; and they shall be such persons as are from time to time elected by the members of the First Parish Society of Portland, Maine; and, unless otherwise determined by the members, all trustees shall be elected for a term of 7 years or until their successors are elected, except that at the initial election, one trustee shall be elected to serve for a term of 7 years, one for 6 years, one for 5 years, one for 4 years, one for 3 years, one for 2 years and one for one year. The board of trustees shall have power to enact bylaws not inconsistent with this charter and to elect a president, treasurer and such other officers as they may think necessary, who shall hold their offices until others are chosen in their stead. The minister of the First Parish in Portland may be elected to be a trustee, but if not so elected, shall "ex officio" belong to the board.

Sec. 2. P&SL 1850, c. 341, § 6, is enacted to read:

Sec. 6. Dissolution. In the event of the dissolution of the corporation, the real and personal estate of the corporation remaining after the payment of all of its debts shall be distributed to such religious or charitable organizations as the trustees may determine or, in the absence of the determination, to the First Parish Society of Portland, Maine.

Sec. 3. Validation. All prior acts and doings of the trustees of the Portland Ministry at large are ratified, made valid, binding and of full force.

Emergency clause. In view of the emergency cited in the preamble, this Act shall take effect when approved.

STATEMENT OF FACT

This bill amends the corporate charter of the Trustees of the Portland Ministry at Large to conform the charter to a relationship with the First Parish Society which has existed historically, remove the limitation on the amount of property which may be owned by the corporation and further assure that the corporation will not be subject to federal excise taxes. The bill provides for distribution of the assets upon dissolution and ratifies prior acts of the corporation.