

# MAINE STATE LEGISLATURE

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CHAPTER 223  
ORGANIZATION

Sec.

- 2841. Incorporators.
- 2842. Articles of incorporation.
- 2843. Bylaws.
- 2844. Members.
- 2845. Meetings.
- 2846. Waiver of notice.
- 2847. Board of trustees.
- 2848. Districts.
- 2849. Officers.

**§ 2841. Incorporators**

Five or more natural persons or 2 or more cooperatives may organize a cooperative in the manner provided.

R.S.1954, c. 51, § 6.

**§ 2842. Articles of incorporation**

Articles of incorporation of a cooperative shall recite that they are executed pursuant to chapters 221 to 227 and shall state:

1. **Name.** The name of the cooperative;
  2. **Address.** The address of its principal office;
  3. **Incorporators.** The names and addresses of the incorporators;
  4. **Trustees.** The names and addresses of its trustees;
- and may contain any provisions not inconsistent with chapters 221 to 227 deemed necessary or advisable for the conduct of its business.

Such articles shall be signed by each incorporator and acknowledged by at least 2 of the incorporators, or on their behalf, if they are cooperatives. It shall not be necessary to recite in the articles of incorporation of a cooperative the purpose for which it is organized or any of its corporate powers.

R.S.1954, c. 51, § 7.

**§ 2843. Bylaws**

The board of trustees shall adopt the first bylaws of a cooperative to be adopted following an incorporation, conversion or consolidation. Thereafter the members shall adopt, amend or repeal the bylaws by the affirmative vote of a majority of those members voting thereon at a meeting of the members. The bylaws shall set forth the rights and duties of members and trustees and may contain other provisions for the regulation and management of the affairs of the cooperative not inconsistent with chapters 221 to 227 or with its articles of incorporation.

R.S.1954, c. 51, § 8.

**§ 2844. Members**

Each incorporator of a cooperative shall be a member thereof, but no other person may become a member thereof unless such other person agrees to use electric energy or other services furnished by the cooperative when they are made available through its facilities. Any member of a cooperative who agrees to use electric energy shall cease to be a member if he does not use electric energy supplied by the cooperative within 6 months after it is made available to him or if electric energy is not made available to him by the cooperative within 2 years after he becomes a member or such lesser period as the bylaws of the cooperative may provide. A husband and wife may hold a joint membership in a cooperative. Membership in a cooperative shall not be transferable, except as provided in the bylaws. The bylaws may prescribe additional qualifications and limitations in respect to membership.

R.S.1954, c. 51, § 9.

**§ 2845. Meetings**

**1. Annual meeting.** An annual meeting of the members of a cooperative shall be held at such time and place as shall be provided in the bylaws.

**2. Special meetings.** Special meetings of the members may be called by the president, by the board of trustees, by any 3 trustees or by not less than 10% of the members.

**3. Notice.** Except as otherwise provided in chapters 221 to 227, written or printed notice stating the time and place of each meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member, either personally or by mail, not less than 10

days nor more than 25 days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail with postage prepaid addressed to the member at his address as it appears on the records of the cooperative.

**4. Quorum.** Unless the bylaws prescribe the presence of a greater percentage or number of the members for a quorum, a quorum for the transaction of business at all meetings of the members of a cooperative, having not more than 1,000 members, shall be 5% of all members, present in person, and of a cooperative, having more than 1,000 members, shall be 50 members, present in person. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

**5. Voting.** Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Voting shall be in person, but, if the bylaws so provide, may also be by proxy or by mail, or both. If the bylaws provide for voting by proxy or by mail, they shall also prescribe the conditions under which such voting shall be permitted. No person shall vote as proxy for more than 3 members at any meeting of the members.

R.S.1954, c. 51, § 10.

### **§ 2846. Waiver of notice**

Any person entitled to notice of a meeting may waive such notice in writing either before or after such meeting. If any such person shall attend such meeting, such attendance shall constitute a waiver of notice of such meeting, unless such person participates therein solely to object to the transaction of any business because the meeting has not been legally called or convened.

R.S.1954, c. 51, § 11.

### **§ 2847. Board of trustees**

**1. Number, qualifications, removal and salaries.** The business of a cooperative shall be managed by a board of not less than 5 trustees, each of whom shall be a member of the cooperative or of another cooperative which is a member thereof. The bylaws shall prescribe the number of trustees, their qualifications, other than those prescribed in chapters 221 to 227, the manner of

holding meetings of the board of trustees and of electing successors to trustees who shall resign, die or otherwise be incapable of acting. The bylaws may provide for the removal of trustees from office and for the election of their successors. Trustees shall not receive any salaries for their services as trustees and, except in emergencies, shall not be employed by the cooperative in any capacity involving compensation without the approval of the members. The bylaws may provide that a fixed fee and expenses of attendance may be allowed to each trustee for attendance at each meeting of the board of trustees.

**2. Term of office.** The trustees of a cooperative named in any articles of incorporation or conversion shall hold office until the next annual meeting of the members and until their successors are elected and qualify. At each annual meeting or, in case of failure to hold the annual meeting as specified in the bylaws, at a special meeting called for that purpose, the members shall elect trustees to hold office until the next annual meeting of the members, except as otherwise provided in chapters 221 to 227. Each trustee shall hold office for the term for which he is elected and until his successor is elected and qualified.

**3. Staggered terms.** Instead of electing all the trustees annually, the bylaws may provide that half of them, or a number as near thereto as possible, shall be elected to serve until the next annual meeting of the members and that the remaining trustees shall be elected to serve until the second succeeding annual meeting. Thereafter, as trustees' terms expire, the members shall elect their successors to serve until the second succeeding annual meeting after their election.

**4. Quorum.** A majority of the board of trustees shall constitute a quorum.

**5. Husband and wife.** If a husband and wife hold a joint membership in a cooperative, either one, but not both, may be elected a trustee.

**6. Powers.** The board of trustees may exercise all of the powers of a cooperative not conferred upon the members by chapters 221 to 227 or its articles of incorporation or bylaws.

R.S.1954, c. 51, § 12.

## § 2848. Districts

The bylaws may provide for the division of the territory served or to be served by a cooperative into 2 or more districts



**35 § 2848 PUBLIC UTILITIES & CARRIERS Title 35**

for any purpose, including, without limitation, the nomination and election of trustees and the election and functioning of district delegates. In such case, the bylaws shall prescribe the boundaries of the districts or the manner of establishing such boundaries, and the manner of changing such boundaries, and the manner in which such districts shall function. No member at any district meeting and no district delegate at any meeting shall vote by proxy or by mail.

R.S.1954, c. 51, § 13.

**§ 2849. Officers**

The officers of a cooperative shall consist of a president, vice-president, secretary and treasurer, who shall be elected annually by and from the board of trustees. When a person holding any such office ceases to be a trustee, he shall cease to hold such office. The offices of secretary and of treasurer may be held by the same person. The board of trustees may elect or appoint such other officers, agents or employees as it deems necessary or advisable and shall prescribe their powers and duties. Any officer may be removed from office and his successor elected in the manner prescribed in the bylaws.

R.S.1954, c. 51, § 14.