

**BY-LAWS OF THE MOUNT DESERT ISLAND  
BIOLOGICAL LABORATORY**

(As amended Aug. 10, 1933.)

# BY-LAWS OF THE MOUNT DESERT ISLAND BIOLOGICAL LABORATORY\*

## AIMS AND PURPOSES

The purposes of said Corporation, as provided in its Certificate of organization, are to establish and maintain a laboratory or laboratories for biological study and investigation in the State of Maine and to carry on other operations essential to and in furtherance of such aims and purposes, in accordance with the provisions of Sections 1, 2 and 3, of Chapter 57 of the Revised Statutes 1903 of the State of Maine.

## ARTICLE I

### *Name and Seal*

This Corporation shall be known as the MOUNT DESERT ISLAND BIOLOGICAL LABORATORY. The seal of the Corporation shall be circular in form, not more than two inches in diameter, and shall bear the inscription on its outer edge, "The Mount Desert Island Biological Laboratory," and in the center, "Maine, 1914." The Trustees may change the form of the seal or the inscription thereon at pleasure.

## ARTICLE II

### *Meetings and Membership*

Section 1. *Meetings.* The annual meeting of the members of the Corporation shall be held at the principal office of the Corporation at Salisbury Cove, in the State of Maine, at three o'clock in the afternoon on the second Thursday in August in each year, beginning in the year 1922, if not a legal holiday, and if a legal holiday, then on the next succeeding Thursday not a legal holiday, for the purpose of electing Trustees and a Clerk of the Corporation and for the transaction of such other business as may be brought before the meeting. Special meetings of the members may be held at such office of the Corporation or at such other place within the State of Maine as may be designated whenever the President or the Board of Trustees may deem it expedient, or whenever six members of the Corporation shall make written request to the President.

Section 2. *Notice of Meetings.* Notice of all annual meetings of the members shall be given to every member by mailing the same at least ten days before time fixed for the meeting, postage prepaid, to his address as it appears upon the books of the Corporation. Notice of any regular or any special meeting may be waived by all the members, and whenever all the members shall meet in person, such meeting shall be valid for all purposes without call or notice, and at such meeting any corporate action may be taken.

Section 3. *Quorum.* At all meetings of the members of the Corporation, six members present in person shall constitute a quorum. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the

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members present in person without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4. *Voting.* At every meeting of the Corporation each member present in person shall be entitled to one vote. The election of Trustees, and upon the request of any member present, the action upon any question before the meeting shall be by written ballot.

Section 5. *Membership.* Any person may become a member of the Corporation after receiving the two thirds vote of the members present at a legally held annual meeting of the Trustees, or the two thirds vote of the members present at any legally held special meeting called for the purpose; upon said person accepting in writing the responsibilities of membership within six months of notification of such election.

The annual dues for membership shall be five dollars payable upon notice from the Treasurer in January of each year. Any member in arrears for two years or more may be dropped from the roll of members by vote of the Trustees.

At each meeting of the Corporation a full, true and complete list in alphabetical order of the names and addresses of all the members entitled to vote at such meeting, certified by the Clerk, shall be furnished for the inspection of the members. Only the members in good standing according to the books of the Corporation at the date of such meeting as evidenced by the list of members so furnished shall be entitled to vote.

Members may be removed after written notice sent by the Secretary of the Trustees to that member's address as noted on the books of the Corporation fifteen days before the annual meeting or before a meeting called for the purpose, when in the opinion of two thirds of the members present and voting, such removal will be for the good of the Corporation.

Section 6. *Order of Business.* At annual meetings of the Corporation the order of business shall be as follows:

1. Reading of the minutes of the previous meeting or meetings.
2. Reports of the Board of Trustees, the President, the Treasurer and the Secretary of the Corporation in the order named.
3. Reports of Committees.
4. Election of Trustees and Clerk.
5. Unfinished Business.
6. New Business.
7. Adjournment.

### ARTICLE III

#### *Trustees*

Section 1. *Number.* The Board of Trustees shall consist of not less than three nor more than twenty persons, who shall be elected in three groups, each group consisting of not more than seven members, to serve for three year terms. Before assuming his duties as Trustee

every member elected shall accept in writing the responsibilities of membership.

Any Trustee who shall be absent from the annual meeting of the Board for three consecutive years may be dropped from the membership of the Board of Trustees.

Section 2. *Vacancies.* When any vacancy occurs among the Trustees by death, resignation, disqualification, or other cause, the remaining Trustees, by the affirmative vote of a majority thereof, may elect a successor to hold office until the election of a successor by the Corporation.

Section 3. *Meetings.* The Trustees may hold their meetings in such place or places within or without the State of Maine as the Board may from time to time determine.

Meetings of the Trustees shall be held at the call of the President or the Secretary or upon written request to the President of three or more Trustees. Notice of all Trustees' meetings shall be given by mailing the same, at least ten days before the meeting, postage prepaid, addressed to each Trustee at his usual place of business or abode or delivered to him in hand. Notice of any meeting may be waived by any Trustee. Immediately upon the close of the annual meeting of the Corporation, a meeting of the Board of Trustees shall convene without any notice being given. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any Trustees' meeting. At any meeting at which every Trustee shall be present, even without notice, any business may be transacted.

Section 4. *Quorum.* Four members of the Board of Trustees shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Trustees there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without further notice.

Section 5. *Powers.* All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Maine, shall be and are hereby vested in, and shall be exercised by the Board of Trustees, provided that the Board of Trustees may in its discretion submit any contract or act for approval or ratification at any annual meeting of the Corporation or at any other meeting of the Corporation called for the purpose of considering such contract or act.

Without prejudice to the general powers heretofore conferred upon the Board of Trustees, it is hereby expressly declared that the Board of Trustees shall have the following powers, viz:

(a) From time to time to make or change rules and regulations not inconsistent with these by-laws, for the management of the Corporation's business and affairs.

(b) From time to time to purchase or otherwise acquire for the Corporation any property rights or privileges which the Corporation is authorized and empowered to purchase or otherwise acquire at such price or consideration and upon such terms and conditions as the Board may deem advisable.

(c) At their discretion, but only in conformity with all other provisions of these by-laws, to pay for any property or rights acquired by

the Corporation either wholly or partly in money or by note or mortgage or both of the Corporation or other securities issued by the Corporation, with the full power vested in them to create and issue promissory notes and if they deem advisable, to secure the same by mortgage, deeds of trust or other fixed obligations constituting a lien upon any or all of the property of the Corporation.

(d) To elect or appoint such officers, except those required to be elected by law by the members, and such subordinate officers, agents or servants, permanently or temporarily, as they see fit, and to determine their duties and to remove or suspend such officers, agents or servants at any time they think fit.

(e) To appoint any person or Corporation to accept and hold in trust for the Corporation any property belonging to it, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.

(f) To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, endorsements, checks, releases, contracts and documents, but not contrary to these by-laws.

(g) The Board of Trustees may by vote of a majority of the entire Board sell, lease or otherwise dispose of all or any part of the real estate and other property of the Corporation and may particularly sell lots of land for residence purposes or camp sites from that tract of land owned by the Corporation and known as the McCagg tract, subject to such conditions, restrictions and regulations as they may see fit to impose, but not inconsistent with the conditions, restrictions and regulations provided in the By-Laws of this Corporation. *Change*

All deeds of conveyance authorized by the Trustees shall be valid when signed in behalf of the Corporation by not less than four (4) members of the Board of Trustees. *Change*

Section 6. *Order of Business.* The regular order of business at meetings of the Board of Trustees shall be as follows:

1. Reading of the minutes of any previous meeting or meetings.
2. Reports of officers and committees.
3. Election of officers.
4. Unfinished Business.
5. New Business.
6. Adjournment.

## ARTICLE IV

### *Officers and Committees*

Section 1. *Officers.* The officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and a Clerk and such other officers as may from time to time be elected by the Board of Trustees. The Trustees and the Clerk shall be chosen by ballot at the annual meeting of the Corporation. The President, Vice-President, Secretary and Treasurer shall be elected annually by the Board of Trustees from among their number at the first meeting of the Board after the annual meeting of the Corporation. At such meeting the

*Director*

Board of Trustees shall appoint a Director and officers for the conduct of the several divisions of the Laboratory, who need not be members of the Board, to hold office for the ensuing year or until their successors are appointed and qualified. The offices of Vice-President and Treasurer or the offices of Secretary and Treasurer may be held by the same person.

In case any office of the Corporation becomes vacant through resignation or any other cause, the Trustees may elect a successor to hold office for the unexpired portion of the term of the former holder of such office, and until the election and qualification of his successor.

Section 2. *President.* The President of the Corporation shall preside at all meetings of the Corporation and of the Board of Trustees, and may, with the Secretary, sign all agreements and contracts in the name and in behalf of the Corporation unless otherwise ordered by the Board of Trustees, and shall perform such other duties as the Board of Trustees may from time to time prescribe.

Section 3. *Vice-President.* The Board of Trustees may elect one or more Vice-Presidents and the Vice-President, or if more than one is elected, the Vice-President named or elected first, may perform any and all of the duties, and shall possess all of the powers of the President, in the event of the absence or disability of the President, and shall have such other powers and perform such other duties as the Board of Trustees may determine to the extent authorized by law. Any additional elected Vice-President shall perform such duties as may be prescribed from time to time by the Board of Trustees.

Section 4. *Clerk.* The Clerk shall be sworn to the faithful discharge of his duties and record of the oath shall be made upon the records of the Corporation. He shall attend all meetings of the Corporation and read and record and sign the minutes of all meetings in a proper book kept for the purpose. He shall send copies of the minutes to each member of the Corporation and issue the notices of meetings of the Corporation in accordance with the law and these by-laws, and perform such other duties as are incident to his office or required by the laws of the State of Maine.

Section 5. *Director.* The Director shall be the executive officer of the Corporation, and shall have the supervision and, subject to the control of the Board of Trustees, the direction of the Corporation's affairs, with full power to execute all resolutions and orders of the Board of Trustees not especially entrusted to some other officer of the Corporation. He shall be responsible for all classes and lectures and the privileges of the Laboratory shall be subject to his approval. He shall engage the teaching and general personnel of the Laboratory as authorized by the Trustees. He shall direct the use of boats and motors owned by the Laboratory. He shall cause to be entered regularly in the books of the Corporation to be kept for that purpose, full and accurate accounts of all orders received, filled, and supplies on hand; and he shall perform all acts incident to the position subject to the control of the Trustees. All moneys received by him shall be forwarded to the Treasurer for proper entry. He shall countersign notes, checks, drafts, acceptances and other evidences of indebtedness of the Corporation as authorized by the Board of Trustees. All salaries,



7 wages, bills for supplies or other indebtedness incurred under the authority of the Trustees shall be paid by voucher-check, the voucher to be signed by the Director and the check to be signed by the Treasurer. At the regular meeting of the Trustees he shall submit a detailed report of the operations of the Laboratory for the year.

Section 6. *Treasurer.* The Treasurer shall have the custody of all the funds and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. When necessary or proper, he shall endorse on behalf of the Corporation, for collection, checks, notes and other obligations, and shall deposit the same and all moneys received to the credit of the Corporation at such bank or banks, or depository as the Board of Trustees may approve. Unless otherwise ordered by the Trustees, and entirely subject to the control of the Board, he shall sign all receipts and all checks of the Corporation, and with the President, all promissory notes executed by or issued by the Corporation. All payments for salaries, wages, supplies, or other account shall be made by voucher-check, the voucher to be signed by the Director and the check to be signed by the Treasurer. He shall have the care and custody of all the stocks, bonds, certificates, deeds, vouchers, evidences of debt, securities and such other property belonging to the Corporation as the Board of Trustees shall designate. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation subject to the control of the Board of Trustees. He shall sign all papers required by law or by these by-laws or by the Board of Trustees to be signed by the Treasurer. He shall cause to be entered regularly on the books of the Corporation to be kept for the purpose, full and accurate accounts of all moneys and obligations received and paid by him on account of the Corporation, and shall at all reasonable times exhibit the books and accounts to any Trustee of the Corporation, and whenever required by the Board of Trustees shall render a statement of his cash accounts. He shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees. If required by the Trustees he shall give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Trustees may require. All accounts of the Treasurer shall be audited annually by a committee or such persons as the Board of Trustees may designate.

Section 7. *Secretary.* The secretary shall be sworn to the faithful discharge of his duties and shall keep the minutes of all meetings of the Board of Trustees in books provided for that purpose; he shall attend to the giving and serving of all notices of the Trustees. He shall sign with the President in the name of the Corporation all contracts authorized by the Board of Trustees, and when so authorized by the Board of Trustees, he shall affix the Corporate seal of the Corporation thereto. He shall have the custody of the Corporate seal of the Corporation and such books and papers as the Board of Trustees may direct; all of which shall at all reasonable times be opened to the examination of any Trustee; and he shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees.

Section 8. *Executive Committee.* The Board of Trustees may

Ask  
Cunningham

Signature  
Notes

2

Contract  
Reports

elect annually from their own number an Executive Committee of not more than five (5) members which Committee shall consist of the President, who shall be the Chairman, the Treasurer, the Director and two (2) additional members. Such Committee, entirely subject in all respects to the control of the Board of Trustees, shall act for the Board ~~in the formulation and execution of plans which may be approved by the Board~~, shall supervise all campaigns for funds according to plans approved by the Board, shall conduct all business transactions relating to the acquisition, building, care and upkeep of the property of the Laboratory and generally supervise the business and affairs of the Corporation.

## ARTICLE V

### *Miscellaneous*

Section 1. No agreement, contract or obligation (other than checks in payment of indebtedness incurred by authority of the Board of Trustees) involving the payment of moneys or the credit of the Corporation for more than one hundred dollars shall be made without the order of the Board of Trustees.

Section 2. No note, check, draft, acceptance, endorsement or other evidence of indebtedness shall be valid as against the Corporation unless the same shall be signed by the Treasurer or by such other person as may be authorized by resolution of the Board of Trustees and countersigned by the President, or by such other person as may be authorized by resolution of the Board of Trustees except that the Treasurer may, without countersignature, make endorsements for deposit to the credit of the Corporation in its duly authorized depository or depositories. No checks or order for money shall be signed in blank by more than one officer of the Corporation.

Section 3. All bequests of money or property of any description shall be received subject to the approval of the Trustees and all checks or moneys shall be forwarded to the Treasurer and shall be properly acknowledged by him. Assistance may be accepted on behalf of the Corporation with the approval of the Trustees. Activities other than those carried on by the Corporation on its own properties shall not be participated in without the consideration and vote of the Trustees.

Section 4. The fiscal year of the Corporation shall begin on October 1.

## ARTICLE VI

### *Restrictions and Regulations Covering Sale of Land*

Section 1. All deeds of conveyance of lots of land shall be in the following form, to wit: "KNOW ALL MEN BY THESE PRESENTS that THE MOUNT DESERT ISLAND BIOLOGICAL LABORATORY, a Corporation organized under the laws of the State of Maine and located at Salisbury Cove, Hancock County in the

State of Maine, in consideration of

dollars (\$) ) to it paid by

of



the receipt whereof is hereby acknowledge, does hereby remise, release, bargain, sell and convey to the said

h.....heirs and assigns forever, a certain lot of land located in Salisbury Cove in said Hancock County, being lot No.

delineated on a plan of the property of the Corporation known as the McCagg tract, recorded in the Hancock Registry of

Deeds, Plan Book No. , Page .

RESERVING, however, to the Corporation for the benefit and use in common of its members and all the owners of lots in said tract, a right of way above high water mark along the shore front and across the lot hereby conveyed for the convenient passage of persons.

Also the use in common with members of the Corporation and with owners or lessees of lots in said tract of the roadways now opened and which may be here after opened for common use upon and over said tract of land or any part thereof.

This conveyance is also made subject to the following conditions, restrictions and limitations which shall run with the land, to-wit:

(1) The Grantee shall within one (1) year from the date hereof erect, build and complete on said land hereby conveyed a private dwelling to be located and constructed and to be of a character in all respects as approved in writing by the Board of Trustees and conforming to the requirements of the By-Laws of the Corporation.

(2) Said lot or any part thereof shall not be sold, leased, alienated or sub-divided by any owner thereof to any person without the written consent of the Trustees of the Corporation and the said Trustees shall have an opportunity to purchase said lot when for sale and shall have preference over any other purchaser at the same price.

(3) The owner shall keep all buildings in good repair and the premises clean and free from anything deleterious to health and shall conform to all sanitary rules and regulations which may be adopted and prescribed by the Board of Trustees of the Corporation.

TO HAVE AND TO HOLD the above granted premises, together with all the privileges and appurtenances thereunto belonging

unto the said.....h.....heirs and assigns

forever, subject, however, to the conditions, restrictions and limitations aforesaid; and the said Grantor Corporation does covenant with

the said ..... , h..... heirs

and assigns that the premises hereby conveyed are free from all encumbrances made by the Grantor excepting the conditions, limitations and restrictions aforesaid and that it will warrant and defend

the premises to the said Grantee, h..... heirs and assigns

forever against the lawful claims and demands of all persons claiming through, by or under it.

IN WITNESS WHEREOF the said THE MOUNT DESERT ISLAND BIOLOGICAL LABORATORY has caused this instrument to be sealed with its corporate seal and signed in its corporate name by .....being four (4) members of the Board of Trustees of the Corporation thereunto duly authorized this.....day of ....., 19.....

Signed, sealed and Delivered in presence of

.....  
 .....  
 .....  
 .....

THE MOUNT DESERT ISLAND BIOLOGICAL  
 LABORATORY

By .....  
 .....  
 .....  
 .....

Trustees

STATE OF.....

COUNTY OF....., SS....., 19.....

Personally appeared the above-named.....  
 ....., Trustee, as aforesaid, and.....  
 acknowledged the above instrument to be.....free  
 act and deed in.....said capacity.

Before me, .....  
 .....

Notary Public

My commission expires.....

1, No material change shall be made in this form of deed without the written consent of two-thirds of the members of the Board of Trustees.

Section 2. The purchaser of any tract of land of the Corporation contained in what is known as the McCagg tract and designated by

the Board of Trustees as a "residence site" shall within one year of the date of such purchase erect, build and complete on said land conveyed a private dwelling-house costing not less than Twenty-Five Hundred Dollars (\$2,500) to be located and constructed according to a plan approved in writing by the Board of Trustees of the Corporation.

Section 3. The purchaser of any tract of land of the Corporation contained in what is known as the McCagg tract and designated by the Board of Trustees as a "camp site" shall within one year of the date of such purchase erect, build and complete on said land conveyed a private dwelling-house or camp of a character and located as approved in writing by the Board of Trustees of the Corporation.

Section 4. The owner of any lot of land contained in what is now known as the McCagg tract shall neither sell, lease or otherwise alienate or subdivide the same without the written consent of the Trustees and the said Trustees shall have a reasonable opportunity to purchase any lot offered for sale and shall have the preference over any other purchaser at the same price.

Section 5. The owner or lessee of any buildings erected on land acquired from the Corporation shall keep the same in good repair and the premises clean and free from anything deleterious to health and shall conform to all sanitary rules and regulations which may be adopted and prescribed by the Board of Trustees of the Corporation.

Section 6. The Corporation may construct and maintain a roadway along each lot of land sold by the Corporation and may install and maintain water and electric light mains and other improvements accessible to each lot and may enter into an agreement with any purchaser respecting such improvements and may assess the owners of each lot for the cost of construction and maintenance of roadways and the installation and maintenance of water and electric light mains and other improvements in such manner and upon such terms as it may determine.

Section 7. The location and construction of all buildings and structures at any time erected on any lot shall be subject to the approval in writing of the Board of Trustees. (It is understood, August 13, 1931, that this amendment will not be binding in respect to lots of land already conveyed by the Corporation other than as to such buildings and structures as can be said to be part of the private dwelling.)

## ARTICLE VII

### *Amendments*

Section 1. These by-laws, from time to time, may be altered, amended or repealed, in whole or in part, and new ones adopted and substituted therefor, by vote of a majority of the full Board of Trustees, but the Corporation may alter or amend or repeal these or any existing by-laws of the Corporation, in whole or in part, and adopt and substitute new ones therefor, at any annual meeting thereof, or at any special meeting thereof, provided notice of such proposed alteration, amendment or repeal be included in the notice of such special meeting.

## TREASURER'S REPORT

October 1, 1932-September 30, 1933

### INCOME

Cash balance on deposit with Bar Harbor Banking and Trust Company, October 1, 1932 .....	\$2,413.97
Interest on deposits to October 1, 1933.....	80.18
Dues from members .....	165.00
Room fees (including \$80 from Dorr Station).....	1,130.00
Miscellaneous income (rent, sales, debts).....	33.75
Contributions .....	2,505.00
Total Income .....	<u>\$6,327.90</u>

### EXPENDITURES

Administration (including Director's salary of \$500) .....	\$ 676.88
Publication and distribution of annual bulletin..	276.56
Dorr Station .....	217.63
Mitchell Station	
Buildings and repairs .....	85.44
Lab. support (including chemicals, apparatus, collecting, motors and boats, cartage, electricity, water) .....	1,011.61
Library .....	122.65
Insurance .....	95.94
Taxes .....	50.63
Wages (not including Director's salary)..	1,640.59
Transferred to Endowment Fund.....	50.00
Total Expenditures .....	<u>\$4,227.93</u>
Cash balance on deposit in Bar Harbor Banking and Trust Company, October 1, 1933.....	<u>2,099.97</u>

\$6,327.90

### ENDOWMENT FUND

1 U.S. 4th Liberty Bond, valued at cost.....	\$500.00
Cash on deposit in Bar Harbor Banking & Trust Company..	50.00
	<u>\$550.00</u>