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Form **990**

# Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2013**  
Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

## A For the 2013 calendar year, or tax year beginning , and ending

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C** Name of organization **Maine Grocers & Food Producers Association**  
 Doing Business As  
 Number and street (or P O box if mail is not delivered to street address) **PO Box 5234, 77 Sewall Street**  
 City or town, state or province, country, and ZIP or foreign postal code **Augusta ME 04332**

**D** Employer identification number **01-0165097**

**E** Telephone number **207-622-4461**

**G** Gross receipts \$ **201,291**

**F** Name and address of principal officer

**H(a)** Is this a group return for subordinates?  Yes  No  
**H(b)** Are all subordinates included?  Yes  No  
 If "No," attach a list (see instructions)

**I** Tax-exempt status  501(c)(3)  501(c) ( **6** ) (insert no)  4947(a)(1) or  527

**J** Website **www.mainegrocers.org**

**H(c)** Group exemption number

**K** Form of organization  Corporation  Trust  Association  Other

**L** Year of formation **1935**

**M** State of legal domicile **ME**

## Part I Summary

**1** Briefly describe the organization's mission or most significant activities  
**We are a community dedicated to the prosperity of Maine's grocery and food producer industry through excellence in advocacy, networking and education.**

**2** Check this box  if the organization discontinued its operations or disposed of more than 25% of its net assets

**3** Number of voting members of the governing body (Part VI, line 1a) **32**

**4** Number of independent voting members of the governing body (Part VI, line 1b) **32**

**5** Total number of individuals employed in calendar year 2013 (Part V, line 2a) **0**

**6** Total number of volunteers (estimate if necessary) **36**

**7a** Total unrelated business revenue from Part VIII, column (C), line 12 **14,457**

**7b** Net unrelated business taxable income from Form 990-T, line 34 **-3,053**

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	78,910	72,449
<b>9</b> Program service revenue (Part VIII, line 2g)	59,910	114,743
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	62	61
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	32,572	6,820
<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	171,454	194,073
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,000	5,000
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	63,440	0
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <b>0</b>		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	95,929	182,045
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	164,369	187,045
<b>19</b> Revenue less expenses Subtract line 18 from line 12	7,085	7,028
	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	65,394	74,014
<b>21</b> Total liabilities (Part X, line 26)	18,167	30,704
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	47,227	43,310

## Part II Signature Block

OGDEN, UT

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

**Sign Here**  
 Signature of officer: *Shelley Doak* Date: **B.U.H**  
 Type or print name and title: **Shelley Doak Executive Director**

**Paid Preparer Use Only**  
 Print/preparer's name: **Amy P. Trunnell** Preparer's signature: *Amy P. Trunnell* Date: **08/01/14** Check  if self-employed PTIN: **P01201030**  
 Firm's name: **Amy P. Trunnell, CPA** Firm's EIN: **04-3353527**  
 Firm's address: **200 Old Kents Hill Rd Readfield, ME 04355-4132** Phone no: **207-685-9202**

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions. DAA

615 1512

ENVELOPE - AUG 12 2014 POSTMARK DATE

SCANNED SEP 11 2014

RECEIVED  
AUG 21 2014  
RS-OSC

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line in this Part III



1 Briefly describe the organization's mission

**We are a community dedicated to the prosperity of Maine's grocery and food producer industry through excellence in advocacy, networking and education.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes  No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes  No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**The Association is vibrant and is recognized as the leader in the advancement of Maine's grocery and food producer industry. The Association presents our members opportunities to improve their business's growth and operations through government and industry advocacy, networking and education. It represents the interests of Maine grocers, food producers and their industry partners through lobbying, government relations, and relationships with national and regional organizations. It maintains and disseminates essential industry resources and timely information to educate and inform our members, government and the public through newsletters and alerts.**

4b (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O )

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses ▶

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		<b>X</b>
<b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<b>X</b>	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<b>X</b>
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	<b>X</b>	
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		<b>X</b>
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		<b>X</b>
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<b>X</b>
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		<b>X</b>
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		<b>X</b>
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		<b>X</b>
<b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		<b>X</b>
<b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		<b>X</b>
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		<b>X</b>
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		<b>X</b>
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X		<b>X</b>
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		<b>X</b>
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		<b>X</b>
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<b>X</b>
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		<b>X</b>
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		<b>X</b>
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV		<b>X</b>
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV		<b>X</b>
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		<b>X</b>
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	<b>X</b>	
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		<b>X</b>
<b>20a</b> Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		<b>X</b>
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	X	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4b</b>	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	X	
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year.		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12.		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders.		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
<b>13c</b>	Enter the amount of reserves on hand.		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
	<b>32</b>		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>32</b>		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<b>X</b>
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	<b>X</b>	
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	<b>X</b>	
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		<b>X</b>
<b>6</b>	Did the organization have members or stockholders?	<b>X</b>	
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	<b>X</b>	
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	<b>X</b>	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>a</b>	The governing body?	<b>X</b>	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	<b>X</b>	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		<b>X</b>

**Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)**

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		<b>X</b>
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>10b</b>			
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>X</b>	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	<b>X</b>	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>X</b>	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<b>X</b>	
<b>12c</b>			
<b>13</b>	Did the organization have a written whistleblower policy?		<b>X</b>
<b>14</b>	Did the organization have a written document retention and destruction policy?	<b>X</b>	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official		<b>X</b>
<b>b</b>	Other officers or key employees of the organization		<b>X</b>
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<b>X</b>
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
<b>16b</b>			

**Section C. Disclosure**

<b>17</b>	List the states with which a copy of this Form 990 is required to be filed <b>None</b>
<b>18</b>	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
<b>19</b>	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
<b>20</b>	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <b>ME Grocers &amp; Food Producers Assoc PO Box 5234, 77 Sewall Street, Augusta ME 04332 207-622-4461</b>

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
  - List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
  - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
  - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
  - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations
- List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Dan Ayoob	0.50									
Director	0.00	X					0	0	0	
(2) Kim Brackett	1.00									
Past President	0.00	X		X			0	0	0	
(3) Scott Carlin	0.50									
Director	0.00	X					0	0	0	
(4) Bob Cooper	0.50									
Director	0.00	X					0	0	0	
(5) Mark Dvorozniak	1.00									
Secretary	0.00	X		X			0	0	0	
(6) Cynthia Fisher	0.50									
Director	0.00	X					0	0	0	
(7) Al Hartt	0.50									
Director	0.00	X					0	0	0	
(8) Jim Lesser	1.00									
First VP	0.00	X		X			0	0	0	
(9) John Mahon	0.50									
Director	0.00	X					0	0	0	
(10) Cathe Morrill	2.00									
President	0.00	X		X			0	0	0	
(11) Zak Sclar	1.00									
Second VP	0.00	X		X			0	0	0	

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) <b>Mike Waterman</b>	0.50									
Director	0.00	X					0	0	0	
(13) <b>Aaron Anker</b>	0.50									
Director	0.00	X					0	0	0	
(14) <b>Brian Beaudry</b>	0.50									
Director	0.00	X					0	0	0	
(15) <b>Mark Davis</b>	0.50									
Director	0.00	X					0	0	0	
(16) <b>Jayne Giles</b>	0.50									
Director	0.00	X					0	0	0	
(17) <b>David Jean</b>	0.50									
Director	0.00	X					0	0	0	
(18) <b>Mark Kelley</b>	0.50									
Director	0.00	X					0	0	0	
(19) <b>Kevin Kinney</b>	0.50									
Director	0.00	X					0	0	0	
<b>1b Sub-total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
<b>Eaton Peabody Consulting Group Augusta</b>	<b>77 Sewall St ME 04330 mqm services</b>	<b>150,360</b>

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) <b>Judy Knapp</b> Director	0.50 0.00	X						0	0	0
(13) <b>David Lorenz</b> Director	0.50 0.00	X						0	0	0
(14) <b>Troy Plummer</b> Director	0.50 0.00	X						0	0	0
(15) <b>Mike Violette</b> Director	0.50 0.00	X						0	0	0
(16) <b>Joan Anderson</b> Director	0.50 0.00	X						0	0	0
(17) <b>Dan Brock</b> Director	0.50 0.00	X						0	0	0
(18) <b>Emily Lane</b> Director	0.50 0.00	X						0	0	0
(19) <b>Kim Murphy</b> Director	0.50 0.00	X						0	0	0
<b>1b Sub-total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶

	Yes	No
<b>3</b> Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) <b>Karen Raye</b> Director	0.50 0.00	X						0	0	0
(13) <b>Sean Thomas</b> Treasurer	2.00 0.00	X		X				0	0	0
(14) <b>Robert Wentworth</b> Director	0.50 0.00	X						0	0	0
(15) <b>Barbara Davidson</b> Director	0.50 0.00	X						0	0	0
(16) <b>Mary-Jo Tozier</b> Director	0.50 0.00	X						0	0	0
(17) <b>Shelley Doak</b> Executive Director	40.00 0.00			X				0	0	0
(18)										
(19)										
<b>1b Sub-total</b>										
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns	<b>1a</b>			
	<b>b</b> Membership dues	<b>1b</b>			
	<b>c</b> Fundraising events	<b>1c</b> 3,000			
	<b>d</b> Related organizations	<b>1d</b>			
	<b>e</b> Government grants (contributions)	<b>1e</b>			
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 69,449			
	<b>g</b> Noncash contributions included in lines 1a-1f \$				
	<b>h Total.</b> Add lines 1a-1f		72,449		
<b>Program Service Revenue</b>		<b>Busn. Code</b>			
	<b>2a</b> Membership dues	900099	53,626	53,626	
	<b>b</b> MFPA services	900099	19,182	19,182	
	<b>c</b> Fall Summit	900099	17,364	17,364	
	<b>d</b> Directory Income	900099	14,180		14,180
	<b>e</b> Spring Issues	900099	6,564	6,564	
	<b>f</b> All other program service revenue		3,827	3,827	
<b>g Total.</b> Add lines 2a-2f		114,743			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		61	61	
	<b>4</b> Income from investment of tax-exempt bond proceeds				
	<b>5</b> Royalties				
	<b>6a</b> Gross rents	(i) Real (ii) Personal			
	<b>b</b> Less rental exps				
	<b>c</b> Rental inc or (loss)				
	<b>d</b> Net rental income or (loss)				
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities (ii) Other			
	<b>b</b> Less cost or other basis & sales exps				
	<b>c</b> Gain or (loss)				
	<b>d</b> Net gain or (loss)				
	<b>8a</b> Gross income from fundraising events (not including \$ 3,000 of contributions reported on line 1c). See Part IV, line 18	<b>a</b> 13,761			
	<b>b</b> Less direct expenses	<b>b</b> 7,218			
	<b>c</b> Net income or (loss) from fundraising events		6,543		6,543
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>			
<b>b</b> Less direct expenses	<b>b</b>				
<b>c</b> Net income or (loss) from gaming activities					
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>a</b>				
<b>b</b> Less cost of goods sold	<b>b</b>				
<b>c</b> Net income or (loss) from sales of inventory					
<b>Miscellaneous Revenue</b>		<b>Busn. Code</b>			
<b>11a</b> Coupon Redemption	900099	277		277	
<b>b</b>					
<b>c</b>					
<b>d</b> All other revenue					
<b>e Total.</b> Add lines 11a-11d		277			
<b>12 Total revenue.</b> See instructions		194,073	100,624	14,457	6,543

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22	5,000			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	150,360			
b Legal	2,202			
c Accounting	2,706			
d Lobbying	200			
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O )				
12 Advertising and promotion				
13 Office expenses	4,264			
14 Information technology	289			
15 Royalties				
16 Occupancy	711			
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	4,987			
19 Conferences, conventions, and meetings	12,373			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	3,953			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O )				
a				
b				
c				
d				
e All other expenses				
<b>25 Total functional expenses</b> Add lines 1 through 24e	<b>187,045</b>	<b>0</b>	<b>0</b>	<b>0</b>
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash—non-interest bearing	38,526	1	43,568
	2	Savings and temporary cash investments	19,401	2	20,301
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	4,572	4	9,357
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	2,895	9	788
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b	Less accumulated depreciation	10b	10c	
	11	Investments—publicly traded securities		11	
	12	Investments—other securities See Part IV, line 11		12	
	13	Investments—program-related See Part IV, line 11		13	
	14	Intangible assets		14	
15	Other assets See Part IV, line 11		15		
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	65,394	16	74,014	
<b>Liabilities</b>	17	Accounts payable and accrued expenses	14,196	17	14,977
	18	Grants payable		18	
	19	Deferred revenue	3,971	19	15,727
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25		
26	<b>Total liabilities.</b> Add lines 17 through 25	18,167	26	30,704	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets	27,826	27	21,074
	28	Temporarily restricted net assets	19,401	28	22,236
	29	Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	<b>Total net assets or fund balances</b>	47,227	33	43,310	
34	<b>Total liabilities and net assets/fund balances</b>	65,394	34	74,014	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	<b>194,073</b>
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	<b>187,045</b>
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	<b>7,028</b>
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	<b>47,227</b>
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	<b>-10,945</b>
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	<b>43,310</b>

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	<b>X</b>	
<b>b</b>	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		<b>X</b>
<b>c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		<b>X</b>
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
- ▶ See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization <b>Maine Grocers &amp; Food Producers Association</b>	Employer identification number <b>01-0165097</b>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4a Was a correction made?  Yes  No
- b If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file Form 1120-POL for this year?  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

**Limits on Lobbying Expenditures**  
(The term "expenditures" means amounts paid or incurred.)

	(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)														
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)														
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)														
<b>d</b> Other exempt purpose expenditures														
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)														
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>			If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000													
Over \$17,000,000	\$1,000,000													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)														
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0-														
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0-														
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total: Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?		<b>X</b>
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		<b>X</b>
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?		<b>X</b>

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	<b>53,626</b>
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	<b>3,245</b>
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	<b>3,245</b>
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	<b>10,725</b>
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	<b>-7,480</b>

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

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**Part IV Supplemental Information (continued)**

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**SCHEDULE G  
(Form 990 or 990-EZ)**

**Supplemental Information Regarding Fundraising or Gaming Activities**

OMB No 1545-0047

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

**2013**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization **Maine Grocers & Food Producers Association**

Employer identification number  
**01-0165097**

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
<b>Total</b>							

**3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		<u>Golf tournament</u> (event type)	_____ (event type)	<u>None</u> (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	16,761		16,761
	2	Less Contributions	3,000		3,000
	3	Gross income (line 1 minus line 2)	13,761		13,761
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	7,218		7,218
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
11	Net income summary Subtract line 10 from line 3, column (d) ▶				6,543

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d) ▶				
8	Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities

a Is the organization licensed to operate gaming activities in each of these states?  Yes  No

b If "No," explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

b If "Yes," explain.

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in
 

<b>13a</b>		%
<b>13b</b>		%

  - a The organization's facility
  - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ and the amount of gaming revenue retained by the third party ▶ \$
- c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

**Part IV Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013****Open to Public  
Inspection**

Name of the organization

**Maine Grocers & Food Producers  
Association**

Employer identification number

**01-0165097****Form 990, Part I, Line 6**

Board members are volunteers. In addition, 4 volunteers helped with the golf tournament fundraising event.

**Form 990, Part III, Line 4a - First Accomplishment**

It offers educational programs and networking events, including Fall Summit, Spring Forum, and Market Ready Program.

**Form 990, Part VI, Line 3 - Management Delegated**

The organization contracts with Eaton Peabody Consulting Group (EPCG) for all management services.

EPCG paid the Executive Director, Shelley Doak, compensation and benefits of \$64,715 in 2013.

**Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents**

The organization changed its name from Maine Grocers Association to Maine Grocers & Food Producers Association. In a consolidation agreement with Maine Food Producers Alliance, the organization accepted all of the assets of Maine Food Producers Alliance.

The organization amended its by-laws to reflect the changed name and addition of directors.

All documents were filed with the State of Maine Department of the Secretary of State on December 4, 2013. See attached documents.

**Form 990, Part VI, Line 6 - Classes of Members or Stockholders**

Name of the organization

Maine Grocers &amp; Food Producers

Employer identification number

01-0165097

The organization has dues paying members.

Form 990, Part VI, Line 7a - Election of Members and Their Rights

Members elect the directors to the board at their annual meeting.

Form 990, Part VI, Line 7b - Decisions Subject to Approval of Members

Directors are elected at the annual meeting. Members approved by-law changes, name change and consolidation of Maine Grocers Association and Maine Food Producers Alliance.

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990

Form 990 is presented to the Board of Directors prior to filing.

Form 990, Part VI, Line 12c - Enforcement of Conflicts Policy

At each board meeting, directors recuse from matters that are considered a conflict of interest.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation

Upon request.

Form 990, Part XI, Line 9 - Other Changes in Net Assets Explanation

Merger transactions-liabilities/deferred revenue \$ 10,945

On October 29, 2013 Maine Food Producers Alliance agreed to merger with Maine Grocers Association. Maine Food Producers Alliance transferred its assets to Maine Grocers Association on 12/11/13 in the amount of \$13,935 (book value) and liabilities for trade payables and deferred revenues totalling \$10,945, for a net asset transfer of \$2,990 (\$1,935 temporarily

Name of the organization

**Maine Grocers & Food Producers**

Employer identification number

**01-0165097**

restricted and \$1,055 unrestricted). Maine Grocers Association has changed its name to Maine Grocers & Food Producers Association.

STATE OF MAINE  
Department of the Secretary of State  
Bureau of Corporations, Elections and Commissions  
101 State House Station  
Augusta, Maine 04333-0101

December 13, 2013

MAINE GROCERS & FOOD PRODUCERS ASSOCIATION  
PO BOX 190  
HALLOWELL ME 04347

ATTESTED COPIES  
WR DCN: 2133451600033

Enclosed please find copies of documents recently placed on file with our office. Each copy has been attested as a true copy of the original and serves as your evidence of filing. We recommend that you retain these permanently with your records.

Charter#: 19380024ND      Legal Name: MAINE GROCERS & FOOD PRODUCERS ASSOCIA

AMENDMENT

DCN: 2133451600034      Page(s)      15

Total Pages      15

Minimum Filing Fee \$10.00. An additional \$10 filing fee if

DOMESTIC  
NONPROFIT CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

File No. 19380024ND Pages 15  
Fee Paid \$ 10  
DCN 2133451600034 AMEN  
---FILED---  
12/04/2013

*Jule R. Dignea*  
Deputy Secretary of State

A True Copy When Attested By Signature  
*Jule R. Dignea*  
Deputy Secretary of State

Maine Grocers Association

(Name of Corporation)

Pursuant to 13-B MRSA §§802 and 803, the undersigned corporation executes and delivers the following Articles of Amendment:

FIRST: ("X" one box only.)  public benefit corporation  mutual benefit corporation

SECOND: Describe NATURE OF CHANGE (i.e. change in name of corporation, purpose, number of directors, adding or deleting section or revision of section, etc.) as well as TEXT of amendment. Attach additional pages as needed.

The Maine Grocers Association is changing its name, adding Directors to the Board of Directors and amending the bylaws.

THIRD: ("X" one box only.) The amendment was adopted on (date) October 29, 2013 as follows:

- By the members at a meeting at which a quorum was present and the amendment received at least a majority of the votes which members were entitled to cast.
- (If the Articles require more than a majority vote.) By the members at a meeting at which the amendment received at least the percentage of votes required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto.
- (If no members, or none entitled to vote thereon.) By majority vote of the board of directors.

FOURTH: The address of the registered office of the corporation in the State of Maine is 77 Sewall Street,  
P. O. Box 5234, Augusta, Maine 04332-5234  
(street, city, state and zip code)

DATED Nov. 29, 2013

\*By Kimberly M. Brackett  
(signature)  
 Kimberly M. Brackett, President  
(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE  
OF MEMBERS**

I certify that I have custody of the minutes showing the above action by the members.

Kimberly M. Brackett  
(signature of clerk, secretary or asst. secretary)

\*By \_\_\_\_\_  
(signature)

\_\_\_\_\_  
(type or print name and capacity)

\*This document MUST be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
 101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101  
 TEL. (207) 624-7752

# Maine Grocers & Food Producers Association

*We are a community dedicated to the prosperity of Maine's grocery and food producer industry  
through excellence in advocacy, networking and education.*

Maine Grocers and Food Producers Association  
Board of Directors 2013

Contact First	Contact Last	Address	City	State	Zip
Joan	Anderson	P.O. Box 405	Winterport	ME	04496
Aaron	Anker	349 Center Conway Road	Brownfield	ME	04010
Dan	Ayoob	263 Main St. Suite 1 PO Box 9	Fort Fairfield	ME	04742
Brian	Beaudry	834 Dover Road	Dexter	ME	04930
Kim	Brackett	185 Front Street	Bath	ME	04530
Dan	Brock	275 Schoolhouse Rd	Cheshire	CT	06410
Scott	Carlin	207 Main St	Fort Fairfield	ME	04742
Bob	Cooper	8 Ellis Avenue	Augusta	ME	04330
Barbara	Davidson	P.O. Box 814 Main Street	Vinalhaven	ME	04863
Mark	Davis	80 Anthony Avenue	Augusta	ME	04330-7882
Mark	Dvorozniak	6 Webster Farm Road	Cape Elizabeth	ME	04107
Cynthia	Fisher	112 Cutler Rd.	Whiting	ME	04691
Jayne	Giles	262 Harlow Street	Bangor	ME	04402
Al	Hartt	316 Western Ave.	S. Portland	ME	04106
David	Jean	130 Middle Street, 3rd Floor P.O. Box 445	Portland	ME	04112-0445
Mark	Kelley	84 Center Road	Easton	ME	04740
Kevin	Kinney	42 Skyway Drive	Caribou	ME	04736
Judy	Knapp	145 Pleasant Hill Road	Scarborough	ME	04074
Emily	Lane	6A Portland Fish Pier	Portland	ME	04101
Jim	Lesser	364 Forest Avenue	Portland	ME	04101
David	Lorenz	1 Milk Street	Bangor	ME	04401
John	Mahon	323 DPC	Orono	ME	04469
Cathe	Morrill	461 Commercial Street	Rockport	ME	04856
Kim	Murphy	1007 Bar Harbor Rd.	Ttenton	ME	04605
Troy	Plummer	235 Parker Farm Rd.	Buxton	ME	04093
Karen	Raye	P.O. Box 2	Eastport	ME	04631
Zak	Sclar	PO Box 399	Lewiston	ME	04242-0399
Sean	Thomas	19 Dunstan Landing Rd	Scarborough	ME	04074
Mary-jo	Tozier	26 Town Farm Rd	Bucksport	ME	04416
Mike	Violette	PO Box 6000	Pembroke	NH	03275
Mike	Waterman	473 Parker Farm Rd	Buxton	ME	04093
Robert	Wentworth	PO Box 543	Rangeley	ME	04970

**Exhibit 3**  
**Resolutions Proposed for Adoption by**  
**Maine Grocers Association**  
**Members**

**October 29, 2013**

WHEREAS, the Maine Grocers Association ("MGA") has determined that its interests would best be served by coordinating its activities with those of the Maine Food Producers Alliance ("MFPA"); and

WHEREAS, MGA and MFPA have determined that this coordination can best be accomplished through the consolidation of MFPA into MGA; and

WHEREAS, such consolidation is contingent upon the entry by both MFPA and MGA into a certain Agreement and Plan of Consolidation, a copy of which is attached hereto (the "Agreement"); and

WHEREAS, pursuant to such Agreement, members of the MFPA will be accepted to membership of the MGA, members of the Board of Directors of the MFPA will be appointed to the Board of Directors of the MGA, and the MGA will change its name and amend its by-laws;

NOW THEREFORE, IT HEREBY IS:

RESOLVED, that the Members hereby authorize the acceptance of the assets of the MFPA; and further

RESOLVED, that the Members hereby approve the Agreement, and authorize the Board of Directors to take such steps as they view appropriate to enter into said Agreement; and further

RESOLVED, that the Members authorize the Board of Directors to take all such other steps as they view appropriate to cause the consolidation of MFPA into MGA.

**Exhibit 4**  
**Resolutions Proposed for Adoption by**  
**Maine Grocers Association**  
**Board of Directors**

**October 29, 2013**

WHEREAS, the Maine Grocers Association ("MGA") has determined that its interests would best be served by coordinating its activities with those of the Maine Food Producers Alliance ("MFPA"); and

WHEREAS, MGA and MFPA have determined that this coordination can best be accomplished through the consolidation of MFPA into MGA; and

WHEREAS, such consolidation is contingent upon the entry by both MFPA and MGA into a certain Agreement and Plan of Consolidation, a copy of which is attached hereto (the "Agreement"); and

WHEREAS, pursuant to such Agreement, members of the MFPA will be accepted to membership of the MGA, members of the Board of Directors of the MFPA will be appointed to the Board of Directors of the MGA, and the MGA will change its name and amend its by-laws; and

WHEREAS, the members of the MGA have authorized the Board of Directors of MFPA to take all such actions as are deemed appropriate to enter into the Agreement and cause such consolidation;

NOW THEREFORE, IT HEREBY IS:

RESOLVED, that the MGA accepts the contribution of assets from the MFPA; and further

RESOLVED, that the Board of Directors hereby approves the Agreement, and authorizes [OFFICER] to execute such Agreement on behalf of the MGA; and further

RESOLVED, that the persons named in Article 10 of the Agreement are hereby accepted as regular members of the MGA; and further

RESOLVED, that the persons named in Article 11 of the Agreement are hereby accepted as associate members of the MGA; and further

RESOLVED, that the Board of Directors hereby authorizes Kimberly M. Brackett to take all such other steps as Kimberly M. Brackett deems appropriate to cause the consolidation of MFPA into MGA, and to take all such steps, enter into all such agreements and execute all such documents as shall be necessary, in such officer's judgement, to carry out the terms of the Agreement and the consolidation of the MFGA and MGA.



---

*Serving the retail grocers of Maine*

P.O. Box 5234, 77 Sewall Street, Suite 3000 • Augusta, Maine 04332  
Telephone (207) 622-4461 • Facsimile (207) 622-9732  
mainegrocers@mainegrocers.org • www.mainegrocers.org

Maine Grocers Association  
DRAFT Annual Membership Meeting Minutes

4:00 p.m. Tuesday, October 29, 2013  
Hilton Garden Inn Freeport Downtown

Present: Kimberly M. Brackett, Mike Waterman, Dan Ayoob, Greg Rand, Brian Beaudry, Judy Knapp, Sean Thomas, Zak Sclar, Mary Ann Hayes, Scott Carlin, Bob Cooper, Dale Tozier, Mary Jo Tozier, Michael Isenberg, David Labbe, Al Hartt, Mark Kelley, Dave Lorenz, Mark Dicologero, Mike Violette and Sarah Bell. Shelley Doak.

1. Conflict of Interest Sign In Sheet – Meeting attendees signed.
2. Anti Trust Statement – Meeting attendees were reminded to read the statement at the footer of the Agenda.
3. Approval of October 23, 2012 Annual Membership Meeting Minutes – The meeting minutes were approved as presented.
4. 2012 – 2013 Financial Report – The Financial Report was presented by Zak Sclar.
5. Consolidation Agreement – The membership voted to approve Exhibit 3 Resolutions Proposed for Adoption by Maine Grocers Association Members. The Board of Directors voted to approve Exhibit 4 Resolutions Proposed for Adoption naming Kimberly M. Brackett, as the executor of the agreement. These Exhibits are attached.
6. Nominating Committee Report Zak Sclar, Nominating Committee, presented the Nominating Committee recommendation of the following Regular Member Directors each for a three-year term:

Kimberly M. Brackett, Brackett's Market  
Barb Davidson, Carver's Harbor Market  
Kim Murphy, Trenton Marketplace  
Troy Plummer, Plummer's Shop n' Save  
Scott Carlin, Hillside IGA, Mars Hill IGA and Star City IGA

The Nominating Committee recommends the following Associate Member for a three-year term:

Al Hartt, Coca-Cola of Northern New England  
Bob Cooper, Pine State Trading Co.  
Sean Thomas, Altria Sales & Distribution  
Mike Violette, Associated Grocers of New England  
Dan Ayoob, United Insurance  
Jim Lesser, Oakhurst Dairy

In addition, nominations were received from the floor for the slate of directors listed in the executed Agreement and Plan of Consolidation (attached).

Joan Anderson, Winterport Winery, Inc.  
Aaron Anker, GrandyOats  
Mark Dvorozniak, Marketing Strategy Decisions  
Cynthia Fisher, Look's Gourmet Food Company, Inc.  
Jayne Giles, MaineStream Finance  
David Jean, Albin Randall & Bennett  
Emily Lane, Calendar Islands Maine Lobster  
John Mahon, Maine Business School  
Cathe Morrill, State of Maine Cheese Co.  
Karen Raye, Raye's Mustard

The membership elected the Board of Directors.

7. Adoption of Bylaws The membership approved the bylaws as amended. (Attached).
8. Other Business There was none.
9. Motion to adjourn the Annual Membership Meeting at 4:50 p.m.

**Maine Grocers & Food Producers Association**  
**BYLAWS**  
**October 29, 2013**

**ARTICLE I. NAME**

The name of this Association shall be the Maine Grocers & Food Producers Association (the "Association").

**ARTICLE II. LOCATION**

The location of this Association shall be 77 Sewall Street, Augusta, Maine 04332

**ARTICLE III. PURPOSE**

The purpose of the Association is to further the prosperity of Maine's grocery and food producer industry through excellence in advocacy, networking and education.

In furtherance hereof, but not by way of limitation, the Association shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or these Bylaws; provided, however, that the Association shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as an Association described in § 501(c)(6) of the Code.

It is intended that the Association shall have the status of an organization which is exempt from Federal income taxation under § 501(c)(6) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities of the Association shall be limited accordingly.

**ARTICLE IV. MEMBERSHIP**

**Section I. Regular Membership**

Regular membership shall be open to any individual, company or corporation or similar entity that produces, processess, manufacturers or sells food, beverages and other similar commodities in Maine's grocery and food producer industry. Each Regular Member in good standing shall have one vote. Regular membership will be subject to the approval of the Board of Directors.

## **Section 2. Associate Membership**

Associate membership shall be open to any individual, company or corporation or similar entity that is a wholesaler, distributor, broker, supplier or service provider in Maine's grocery and food producer industry. Associate membership will be subject to the approval of the Board of Directors. Associate Members have voting privileges. Each Associate Member in good standing shall have one vote.

## **ARTICLE V. DUES**

Annual dues shall be determined by the Board of Directors, payable in advance for one year on acceptance of application and is a condition of membership. Payment of dues is necessary for a Member to be in good standing and qualified to vote.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section I. Nomination and Term Limits**

Membership of the Board of Directors of the Association shall be made up of not less than three (3) nor more than thirty-six (36) individuals. Regular Members shall constitute at least two-thirds of the membership of the Board of Directors. At least 60 days prior to the Association's Annual Meeting, the general membership will be invited to submit nominations in writing for anticipated vacancies to the Board. The deadline for submitting nomination is 30 days prior to the annual meeting.

The President of the Association shall appoint a Nominating Committee consisting of 3 Regular Members of the Association in good standing at least sixty (60) days prior to the annual meeting of the Association. The Nominating Committee shall nominate from the Regular and Associate Members of the Association, as the case may be, at least one nominee for each Regular and Associate Member vacancy on the Board.

The names of individuals nominated shall be read at the annual meeting or convention of the Association at a time designated by the Board of Directors, and the Association shall elect Directors by secret ballot first for Regular Members and then for Associate Members. A plurality of all votes cast in each respective category shall be necessary for election but Associate Members shall not constitute a third or more of the membership of the Board of Directors.

Terms of office for the Board shall be three consecutive three-year terms with one-third of the directors' elections occurring each year. Board members are eligible to serve multiple three-year terms. If a Board member has 4 or more absences from regular meetings within a year, the Executive Committee reserves the right to request that individual's resignation. The officers of this Association shall be President, First Vice President, Second Vice President,

Treasurer, Secretary and Immediate Past President. The officers of the Association must be members of the Board of Directors and shall be nominated and elected by the Board and serve a term of one year, unless otherwise provided, or until their successors are elected or appointed or qualified. Such nomination and election procedures shall not be applicable to the Immediate Past President.

## **Section 2. Vacancies**

If a director resigns before his/her term expires, the Board may fill the vacancy from the general membership at its discretion consistent with these Bylaws.

## **Section 3. Meetings**

The Board of Directors shall meet a minimum of four (4) times annually.

- a. ~~Electronic meetings are specifically authorized and any members of the Board participating by acceptable electronic means shall be counted towards a quorum and have the right to participate and vote in the meeting. Board members may be counted towards a quorum and have the right to participate and vote only by teleconference, audioconference, or videoconference.~~

The notice of any meeting shall include an adequate description of how to participate in the meeting by electronic means. The Association is not required to provide any equipment or software to members in order to allow a Board member to participate in a meeting by electronic means. For any electronic meetings, a central location shall be required for any Board members who wish to attend meetings in person.

A quorum in which Board members are participating by electronic means shall be determined by roll call of members attending in person and by acceptable electronic means, which shall be recorded in the journal by the Secretary or by any other person so authorized by the Board of Directors. Any Board members participating in an electronic meeting may raise a point of order doubting the presence of a quorum by requesting a roll call at any time during the electronic meeting; a quorum will be presumed if no such point of order is raised.

## **Section 4. Quorum, Voting and Manner of Acting**

- a. In the case of a meeting of the Board of Directors, a majority of the Board members that have been elected (or otherwise appointed) and qualified then in office shall constitute a quorum for the transaction of business at any meeting. If less than a quorum is present, then a majority of the Board members present may adjourn the meeting.

- b. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or any provision of law.
- c. Each Board member who is present shall have one vote on each matter submitted to a vote at any meeting. Voting by proxy shall not be permitted.
- d. If all the Board members sign a written consent specifying any action desired to be taken by the Association, such action shall be a valid action as though it had been authorized at a meeting of the Board and the secretary shall file such consent with the minutes of the meeting of the Board to be read at the ensuing regular meeting. A consent may be executed in counterpart originals, facsimiles, electronic or otherwise, as long as all counterparts are maintained in the record book by the Secretary. The action will take effect as soon as all signatures are received or at the time indicated by signatures.

#### **Section 5. Responsibilities**

The Board of Directors shall have general supervision over all of the affairs of the Association and shall actively further its objects and policies adopted by the annual meeting or convention. The Board of Directors shall meet before each annual convention at the call of the Chair. Additional meetings may be held at the call of the Chair or upon written request of a majority of the Board, on seven (7) days' notice. Such rules and regulations may be adopted as are necessary for the proper conduct of the Board's business so long as they are consistent with these Bylaws.

#### **Section 6. Executive Committee**

There shall be an Executive Committee comprised of the President, First Vice President, Second Vice President, Treasurer, Secretary and Immediate Past President made up from members of the Board of Directors.

#### **Section 7. Executive Director**

The Board of Directors may employ an Executive Director and such other personnel as needed to carry on the work of the Association. The Board of Directors may enter into contracts for the purchase of any services required by the Association.

#### **Section 8. Officers, President**

The President shall preside at all meetings of the Board of Directors, the Executive Committee and the Annual Meeting or Convention or Special Meeting. The President shall have the authority and power to appoint members to such committees as the Board of Directors may deem necessary consistent with these Bylaws.

### **Section 9. Officers, First and Second Vice President; Immediate Past President**

The First Vice President shall perform the duties of the President, in the latter's absence from meetings or in the event of the President's inability to perform the functions of his or her office.

The Second Vice President shall perform the duties of the President, in the President's and First Vice President's absence from meetings or in the event of the President's and First Vice President's inability to perform the functions of their office.

The Immediate Past President shall act as an advisor to all officers of the Association

### **Section 10. Officers, Secretary and Treasurer**

The Secretary or Board's designee shall keep all records required by law and by the Board.

The Treasurer or the Board's designee, shall receive all funds of the Association, deposit all funds in a bank selected by the Board, and disburse funds in a bank selected by the Board. The Treasurer or the Board's designee, shall keep full and accurate accounts of all monies received or paid by him/her on behalf of the corporation.

The Treasurer shall make a written report of the Board's finances at the annual meeting of the Board.

### **Section 11. Officer Vacancies**

If an officer other than the Immediate Past President resigns before his/her term expires, the Board may fill that vacancy from the existing members of the Board at its discretion. The term of service shall expire at the resigning officer's expiration date. If a vacancy for the Immediate Past President should occur, that vacancy may be filled at the next Annual Meeting or Convention of the Association that results in the election of a new President.

### **Section 12. Compensation**

Board members and officers shall receive no compensation for serving in that capacity. Board members may be reimbursed for expenses, incurred in accordance with board policy.

## **ARTICLE VII. MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

There shall be an annual meeting or convention of the Association, held in the fall, for receiving annual reports of the officers, for election of members to the Board of Directors, for discussing subjects of timely interest to the membership and for the transaction of other business. It shall be the duty of the Secretary or Board's designee to send notice of all Annual Meetings or

Conventions to Members at least ten (10) days in advance of the date thereof. This notice may be delivered either in writing (including by electronic means) or orally. Each Regular and Associate Member present at such Annual Meeting or Convention and in good standing shall have one vote. A quorum for the Annual Meeting or Convention shall be fifteen (15) voting Members.

### **Section 2. Special Meeting**

Special meetings of the Association may be held at the direction of the Chair or whenever requested in writing by a majority of members of the Board of Directors or by 20% of the general membership of which not less than 2/3 will be Regular Members.

It shall be the duty of the Secretary or Board's designee to send notice of all Special Meetings to Members at least ten (10) days in advance of the date thereof. This notice may be delivered either in writing (including by electronic means) or orally.

## **ARTICLE VIII. PARLIAMENTARY PROCEDURE**

The rules contained in the current edition of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## **ARTICLE IX. DISSOLUTION**

If this Association be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Association, none of its assets shall inure to the benefit of any director, officer, or private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed by affirmative vote of the Board of Directors exclusively to:

- a. One or more nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of the Internal Revenue Code of 1986 as an organization described in §501(c)(6) of such Code, as amended, and as a not for profit corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended; and/or
- b. One or more Maine-based nonprofit organization or organizations having similar aims and objects as those of the Association and which may be selected as an appropriate recipient of such assets by the Directors, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an

organization described in §501(c)(6) and as a not for profit corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

#### **ARTICLE IX. RESIGNATIONS, REMOVALS & VACANCIES**

Any officer, member of the Board of Directors or appointee of the Association may be suspended by majority of the Board of Directors for malfeasance or nonfeasance in office, or for conduct unbecoming a representative of the Association, or for any other legitimate reason.

#### **ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Association shall in all cases indemnify any person who is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association in any capacity, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, provided that no indemnification shall be made for any person with respect to any matter as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his or her actions were in the best interest of the Association, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **ARTICLE XI. SEVERABILITY**

In the event that any provision of these Bylaws is deemed to be invalid or unenforceable for any reason, then the remaining provisions of these Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

#### **ARTICLE XII. AMENDMENTS**

Proposed amendments of these Bylaws must be submitted to Members in writing (by either paper or electronic means) and filed in the office of the Association at least fourteen (14) days prior to an Annual Meeting or Convention or Special Meeting unless unanimous written consent waiving said notice and filing requirements is given by Members. Proposed amendments must be submitted at the annual meeting or convention or special meeting as the regular course of the business, and may only be adopted by a two-thirds vote of the Members present and voting.