

DRAFT

PEMAQUID WATERSHED ASSOCIATION

BY-LAWS

ARTICLE I - NAME AND PURPOSE

Section 1. NAME: The name of the Organization is the PEMAQUID WATERSHED ASSOCIATION (the “Association”), a non-profit membership corporation organized under Maine law, Title 13-B, MRSA, Section 101 et al.

Section 2. PURPOSE: The Association is organized exclusively for benevolent and charitable purposes, including educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The nature of the activities to be conducted, promoted or carried out by the Association, are as follows:

- a. For the benefit and enjoyment of the general public, to promote the preservation and conservation of the natural, cultural, and historic resources of the Damariscotta River and Pemaquid River region;
- b. To promote the scientific study of and to educate the public regarding these resources;
- c. To receive and acquire, by gift, purchase or otherwise, interests in real and personal property, both tangible and intangible, of every sort and description and to use and apply such property exclusively for its benevolent and charitable purposes as the Board of Directors/Trustees (the “Board”) of the Association shall deem appropriate provided, however, that the Association shall have the right to reject any gift or bequest;
- d. To use all property held or controlled by the Association and the net earnings thereof exclusively for the benevolent and charitable purposes of the organization, including conservational, educational, recreational, literary and scientific purposes, for the physical, cultural and spiritual benefit of all the inhabitants of the Damariscotta River and Pemaquid River watersheds and adjacent areas, the State of Maine and the United States of America.

ARTICLE II - MEMBERSHIP

Section 1. DEFINITION and DUES: Any person, family, trust, partnership, association or business that subscribes to the purposes of the Association may, upon payment of dues, become a member thereof and thereafter shall be entitled, among other specific benefits that may be offered, to vote on matters submitted to the membership for vote at any annual or special meeting. Each individual adult member shall have one vote. A member shall cease to be a member if such member

remains in arrears in the payment of dues 180 days after the sending of notice that they are due. A member may also be removed from membership on recommendation of the Board of Trustees or be reinstated to membership by a two-thirds vote of the members present and voting at any annual or special meeting.

Section 2. ANNUAL MEETING: Unless otherwise determined by the Board of Directors/Trustees, the annual meeting of the members of the Association shall be held each year during the summer at a time and place fixed by the Board. The annual meeting shall be convened to receive reports and recommendations concerning the activities of the Association to elect members of the Board, and to act upon any other matters that may come before the meeting. Notice of such meeting shall be given by the Chair/President to the members of the Association at least 14 days before the date of the meeting and shall be deemed properly given when deposited, postage prepaid, with the U.S. mail addressed to any member at the address then shown in the records of the Association or by email. Attendance at any such meeting shall constitute waiver of the requirement of notice.

Section 3. SPECIAL MEETINGS: Special meetings of the members of the Association shall be held as required by the Board or upon written request of at least ten percent of the members of the Association entitled to vote. Notice of such meetings shall be given by the Chair/President as provided in Section 2 above, to all members in good standing at least ten days before the date of the meeting and shall state the purpose of such meeting. Such notice shall describe the purposes of the meeting. Attendance at any such meeting shall constitute waiver of the requirement of notice.

Section 4. QUORUM: At any meeting of the Association those members in attendance shall constitute a quorum. Voting by proxy shall not be permitted.

ARTICLE III - BOARD OF DIRECTORS/TRUSTEES

Section 1. POWERS OF BOARD: The business, property and affairs of the Association shall be managed by the Board of Directors/Trustees which shall have the power to perform all acts and duties necessary to carry out the purposes of the Association. The Board shall have the power to employ an Executive Director and other paid staff and consultants. Unless otherwise determined by the Board, the Executive Director shall be responsible for the day-to-day management of the Association's operations in accordance with decisions of the Board and subject to supervision and general direction by the Chair/President.

Section 2. NUMBER OF TRUSTEES and QUORUM: There shall be not fewer than twelve Directors/Trustees. The exact number of Directors/Trustees shall be fixed by the Board. No reduction in the number of Directors/Trustees shall shorten the term of an incumbent Director/Trustee. At any meeting of the Board fifty percent plus one vote of the Directors/Trustees shall constitute a quorum. A Director/Trustee on an approved leave of absence shall not be included when determining whether or not there is a quorum. Unless otherwise provided in these bylaws or by law, any action of the Board may be taken by a majority of those Directors/Trustees present at any meeting at which there is a quorum.

Section 3. ELECTION OF TRUSTEES: The Board shall present at the Annual Meeting of the members of the Association any nominations for election as a Director/Trustee. A person must be a member of the Association to be eligible for election. All terms begin on the date of the Annual Meeting. A Director/Trustee may be elected for no more than two successive three-year terms, and

shall not then be eligible for re-election until one year has elapsed. A Director/Trustee shall be elected to serve for three years except if he or she is filling out the unexpired term of a Director/Trustee who has left the Board, in which case he or she will serve until the next Annual Meeting. A Director/Trustee elected to fill out an unexpired term may at the end of that term immediately be elected for no more than two successive three-year terms.

Section 4. VACANCIES: Vacancies among the Directors/Trustees may be filled by a vote of the majority of the Directors/Trustees then in office even if less than twelve, and the Directors/Trustees so chosen shall hold office until the next annual election of Directors/Trustees.

Section 5. REGULAR MEETINGS: Regular meetings of the Board, with a minimum of four annually, shall be held at such time and place as shall from time to time be determined by the Chair/President. Notice of such meetings shall be given by the Chair/President at least seven days before the date of the meeting. Such notice shall be given by phone or email or in person.

Section 6. SPECIAL MEETINGS: Special meetings of the Board may be called by the Chair/President on three days' notice to each Director/Trustee. Special meetings shall be called by the Chair/President at the request of three or more Directors/Trustees. Notice of such meetings shall be given by phone or email or in person.

Section 7. ACTION BY CONSENT OR CONFERENCE CALL and WAIVER OF NOTICE: Any action required or permitted to be taken at any meeting of the Board may be taken (i) without a meeting by unanimous written consent of all members of the Board or (ii) at a meeting by conference telephone, email, or similar equipment at which a quorum is present and by which all persons participating in the meeting can communicate with each other. Such written consent and minutes of any action taken during a conference call shall be filed with the minutes of the meeting. Any Director/Trustee who attends a meeting of the Board shall be deemed to have waived notice of that meeting.

Section 8. RESIGNATION: A Director/Trustee may resign at any time by delivering notice to the Chair/President or the Secretary either in writing or by email.

Section 9. LEAVE OF ABSENCE: Directors/Trustees may take a leave of absence from the Board by notifying the Chair/President in writing setting forth the beginning date of the leave. The Chair/President shall approve all requests and promptly notify the Board of the action. Leaves of absence for any Director/Trustee may never exceed a total of one year for all approved leaves. Directors/Trustees absent for longer than one year shall be considered to have resigned from the Board. Officers who take a leave of absence must vacate their office before beginning a leave of absence. The position shall be held for them or filled in their absence at the discretion of the Board. While on an approved leave of absence a Director/Trustee shall not be considered a member of the Board, shall have no right to vote on matters coming before the Board, and shall not be counted when determining whether or not there is a quorum. A Director's term shall not be extended as a result of taking a leave of absence and Directors shall leave the Board if their term ends while they are on a leave of absence. Directors taking a leave of absence may return from leave by notifying the Chair in writing proposing an effective date for their return, but a Director shall not be considered a member of the Board, shall have no right to vote on matters coming before the Board, and shall not be included when determining whether or not there is a quorum until the Board agrees to their return date. Upon return from a leave of absence the Director/Trustee shall at the discretion of the Chair/President resume the committee assignments they had prior to taking the leave.

ARTICLE IV - OFFICERS

Section 1. OFFICERS GENERALLY: Officers of the Association shall be the President/Chair Vice President/Vice Chair, Treasurer, and Secretary and such other officers as the Board shall from time to time determine. A person must be a member of the Association to be eligible for election as an officer. The President/Chair, Vice President/Vice Chair, Treasurer and Secretary shall serve as such only so long as they are also members of the Board. Officers shall be elected by the Board at the first meeting of the Board of Directors/Trustees following the annual meeting of the Association and shall be elected for a term of one year or until their successors are elected.

Notwithstanding Article IV, Section 1., the President/Chair, Vice President/Vice Chair, Treasurer, Secretary and trustees/directors-at-large members of the Executive Committee of any unified board of trustees/directors shall be elected at a general meeting of the Association's membership.

Notwithstanding Article III. Section 3., and notwithstanding the terms on the Board of Directors/Trustees of the Association, the officers and at-large members of the first elected Officers and trustees/directors-at-large members of the Executive Committee may serve for a term not to exceed three consecutive years.

Section 2. PRESIDENT: The Chair/President shall be responsible for supervising and giving general direction to the Executive Director. The Chair/President shall be responsible for presiding at, and ensuring the orderly conduct of the meetings and other activities of the Board. The Chair/President in consultation with the Executive Director and with the advice of the Directors/Trustees shall set the agendas for Board meetings and meetings of the Executive Committee, and shall explain by email to the Directors/Trustees or at the start of the meeting any recommended agenda items not included.

Section 3. VICE PRESIDENT/VICE CHAIR: The Vice President/Vice Chair shall set meeting agendas when designated to do so by the Chair/President and in consultation with the Executive Director. The Vice Chair/Vice President in the absence of the Chair/President shall be responsible for presiding at, and for ensuring the orderly conduct of, the meetings and other activities of the Board. In addition to these duties, the Vice Chair/ Vice President may serve as a committee chair.

Section 4. TREASURER: The Treasurer shall perform all duties usual and customary to that office, including, but not limited to, the preparation of budgets and financial reports and the management of the Corporation's endowment funds, subject to the supervision of the Board or its designees.

Section 5. SECRETARY: The Secretary shall perform all duties usual and customary to that office, including, but not limited to, faithfully recording the activities of the Board at their meetings and promulgating minutes thereof, attesting to the actions of the Board and to the authority of individuals purporting to act for the Association, and maintaining the Board's minutes and the Executive Committee's minutes.

Section 6. OTHER: Other officers shall have such responsibilities as the Board may determine.

ARTICLE V - COMMITTEES

Section 1. The Board may establish committees to help with the day-to-day operations and planning of the Association's business. Committees are accountable to the Board and removal of committee members requires Board approval.

a. Composition—Unless otherwise stated in the committee descriptions below, all committees shall consist of three or more members of the Association who are appointed by the Executive Committee, and of whom at least one is a Director/Trustee.

b. The Chairperson—The committee shall appoint a chairperson.

c. Liaison with the Board—The Director/Trustee on the committee shall serve as liaison with the Board. If more than one Director/Trustee is serving on a committee, then the committee shall select one of them to serve as liaison with the Board. When called upon, the liaison will report to the Board on committee business.

d. Requirement to keep minutes—Committees shall keep minutes and distribute them to the Board following committee meetings. The Office Manager shall maintain a file of committee minutes.

e. Requirement to keep a calendar—Committees shall produce a planning calendar in January of each year.

f. Members who are not Trustees—Committees, other than the Executive Committee, the Finance Committee, and the Nominating Committee, should endeavor to include Association members who are not Directors/Trustees where they shall participate fully in the business of the committees and vote.

g. Ex officio members—The Chair/President shall participate as an ex officio voting member of all committees. The Executive Director shall participate as an ex officio nonvoting member of all committees.

Committees are:

Section 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee consisting of the four elected officers of the Association plus up to five trustees-at-large elected by the four officers. The Chair/President shall serve as chairperson of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the power and authority of the Board of Directors/Trustees in the intervals between meetings of the Board, subject to the direction and control of the Board and provisions of Article III, sections 5. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken (i) without a meeting by unanimous written consent of all members of the Executive Committee or (ii) at a meeting by conference telephone, email, or similar equipment at which a quorum is present and by which all persons participating in the meeting can communicate with each other. The Executive Committee shall keep regular minutes of its proceedings, report its actions, and seek ratification when appropriate at the next meeting of the Board of Directors/Trustees. The Executive Committee shall perform an annual evaluation of the performance of the Executive Director, summarize its findings, and recommend compensation levels to the Board before the beginning of the fiscal year.

Section 3. FINANCE: The Finance Committee is responsible for developing and reviewing fiscal procedures and an annual budget with other Directors/Trustees and staff. The Board must approve the budget prior to the start of the fiscal year. Any major changes in the budget must be approved by the Board. The fiscal year of the Association shall be from July 1-June 30. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization shall be made available to the Board and membership upon request.

Section 4. NOMINATING: The Nominating Committee shall develop a list of possible candidates for consideration for the Board as specified in the Nominating Committee Timeline Policy. The Nominating Committee shall also be responsible for developing the annual slate of officers. From time to time the Nominating Committee may also be asked to submit the names of candidates to the Board between Annual Meetings.

Section 5. OTHER COMMITTEES:

- a. Personnel and Governance
- b. Education
- c. Lands
- d. Stewardship
- e. Membership and Development
- f. Investment
- g. Such other committees as shall be determined by the Board

ARTICLE VI – STAFF

Section 1. EXECUTIVE DIRECTOR: The Executive Director shall be responsible for the general management of the Association’s on-going activities and relationships, for coordinating the operations of its various programs, and for performing such other functions and duties as may be designated by the Board and as delineated in his or her employment agreement and/or job description. During intervals between meetings of the Board of Trustees, the activities of the Executive Director shall be directly supervised by the Chair/President.

Section 2. PROGRAM DIRECTORS: Program directors, who may be staff or volunteers, shall be responsible for developing and administering their respective programs in keeping with approved standards, practices, and budgetary restraints and for keeping the Executive Director and the Executive Committee, and as appropriate, the Board of Directors/Trustees sufficiently well advised of any current and contemplated activities to permit performance of assigned management and coordination functions. At their discretion and in consultation with the Executive Director, program directors may appoint project or activity coordinators to oversee particular aspects of their programs and may delegate appropriate authorities to them.

ARTICLE VII – CONTRACTS

The Board of Directors/Trustees may expressly authorize any officer or Director/Trustee, or the Executive Director to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Alliance. Unless expressly authorized by the Board or unless expressly authorized

herein, no Director/Trustee, officer, agent, employee or member shall have any power or authority to act for the Association or, to render it liable for the payment of money or for any other obligation or liability whether actual or contingent

ARTICLE VIII - COMPENSATION AND EXPENSES

Directors/Trustees and officers shall not be entitled to receive any salary for their services. However, by vote of the Board of Directors/Trustees, reasonable expenses incurred or to be incurred by such person on behalf of the Association may be allowed. The Board of Directors/Trustees shall have power to contract for services and to pay its members rendering unusual or special services to the Association compensation appropriate to the value of such services.

ARTICLE IX - EXEMPT STATUS AND PROHIBITED ACTIVITIES

Notwithstanding any other provision of these bylaws to the contrary, no member, Trustee, officer, employee, representative or other person associated with this Alliance shall take any action or carry on any activity by or on behalf of the Alliance not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(3) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE X - DISPOSITION OF ASSETS

No member, Director/Trustee, officer, employee, agent or other person connected with the Association and no other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, and no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the remaining assets of the Association, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors/Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors/Trustees, exclusively to benevolent, charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI – INDEMNIFICATION

Section 1. INDEMNIFICATION: Every person who is or shall be or shall have been a Director/Trustee or officer of the Association and his or her personal representative shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director/Trustee or officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or with

gross negligence or it was determined by a court of competent jurisdiction that such Director/Trustee had reasonable cause to believe that his or her conduct was unlawful. Costs and expense of actions for which this article provides indemnification shall include among other things, attorney's fees, damages and reasonable amounts paid in settlement.

Section 2. INSURANCE: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director/Trustee, officer, employee or agent to the Association, or is serving at the request of the Association in any capacity, against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Association would have the power to indemnify that person against such liability under this section

ARTICLE XII - AMENDMENTS

Section 1. AMENDMENT BY BOARD: Except as provided in Section 2 below, the Board of Directors/Trustees shall have the power to propose and make amendments to these bylaws, provided however, that any proposed amendment must be presented at a Board meeting held prior to the meeting at which the amendment is to be adopted, written notice of the proposed amendment must be given to all Directors/Trustees at least one month prior to the Board meeting at which the amendment is to be adopted, and at the meeting at which the amendment is to be taken the proposed amendment must receive at least two-thirds vote of the Directors/Trustees then present.

Section 2. AMENDMENT BY MEMBERS: Notwithstanding the provisions of Section 1 above, the Board shall have power to propose alterations and amendments to Articles I, VIII and IX of the bylaws of the Association, provided however, that the proposed amendments of any of these articles must be approved by a majority vote of the membership at an annual meeting. The text of the proposed amendments of any of these articles must be included in the notice of the annual meeting.

Section 3. AVAILABILITY TO MEMBERS: The bylaws as from time to time amended shall be available to any member on request at any time.

Certified as the By-laws of the Pemaquid Watershed Association as adopted by the Board of Directors on _____.

Secretary

