

GEORGES RIVER LAND TRUST  
BYLAWS

*Amended by the membership: September 2000; August 24, 2008;  
August 22, 2010; August 19, 2012; September 9, 2014; September 13, 2016; October 15, 2022*

ARTICLE I – Name, Purpose, and Location

The name of this corporation is the Georges River Land Trust. The Georges River Land Trust is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and for the specific purposes set forth in the Articles of Incorporation, as follows: to conserve the ecosystems and traditional heritage of the Georges River watershed region through permanent land protection, stewardship, education, and outdoor experiences.

The corporation may carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

The corporation shall be an equal opportunity employer and shall not discriminate on the basis of age, race, religion, color, creed, sex, sexual orientation, gender identity, pregnancy-related condition, physical or mental disability, religion, genetic information, ancestry, or national origin of the person served or in the manner of service, in the hiring, assignment, promotion, salary, determination or other conditions of staff employment, or in the membership of its Board of Directors.

The corporation shall neither have nor exercise any power, nor shall it engage, directly or indirectly, in any activity which would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code or as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE II – Membership

Membership Criteria. There shall be one class of members, composed of individuals aged 15 and older. A member in good standing shall be any person or entity who supports the purpose of the corporation and contributes through monetary support, by payment of dues in an amount established from time to time by the Board of Directors, or through a gift of funds or services. A member shall cease to be a member in good standing who has not been a contributor for a period of two years after assessment, with the exception of those who have donated land, easements, or trail access.

The Board of Directors, through an affirmative vote of two-thirds of Directors present and voting, may revoke the membership of any individual member.

A current list of members in good standing shall be kept by the Secretary or their staff designee.

### ARTICLE III – Meeting of Members of the Georges River Land Trust

Section 1. Annual Meeting. The annual meeting of the members shall be held each year, at a time and place to be determined by the Board of Directors.

The annual meeting of the members shall be for the purpose of transacting any business that may properly come before the members. At each annual meeting, the Board of Directors shall report to the members on the organization's conservation programs and financial condition for the year.

Section 2. Special Meeting. A special meeting of the members may be called at any time by the Chair, by the Board of Directors, or by a petition in writing signed by not fewer than twenty (20) members of the corporation entitled to vote and filed with the Secretary.

At such special meeting, no business shall be transacted that has not been specified in the notice of the meeting.

Section 3. Voting. Each member in good standing shall have one vote at annual and special meetings of the corporation. At any meeting of members of the corporation, twenty (20) members present shall constitute a quorum for the transaction of business. In the event no quorum is present, the members present shall have the power to adjourn from time to time until such quorum appears.

Decisions by the members shall be made on a consensus basis, provided, however, if a consensus is not possible or clearly agreed to by the members present and voting, then an affirmative vote by two-thirds of the members present and voting shall rule.

Section 4. Notice. The Secretary or their staff designee shall ensure that no fewer than fifteen (15) days prior to any annual or special meeting, notice of place, date, time, and nature of business to be transacted is sent to all members. When authorized by the individual member, valid notice shall include, in addition to U.S. mail, notice by fax, email, and other electronic methods.

### ARTICLE IV – Board of Directors

Section 1. General Powers. The property, affairs, and activities of the corporation shall be managed by a Board of Directors consisting of at least ten (10) but not more than twenty (20) persons. The Board of Directors shall have and may exercise all of the powers allowed to non-profit corporations under the statutes of the State of Maine except as may otherwise be limited by the provisions of these bylaws, the Articles of Incorporation, or by the laws of the federal government.

Section 2. Election of Directors. Directors shall be elected by the Directors at any meeting of the Directors.

Section 3. Term of Office. The term of office for Board members shall be three years. Directors may serve a maximum of three (3) successive three-year terms, plus any partial term to which

they are appointed or elected to fill a vacancy. A one-year absence from the Board is required before a Director who has served the maximum time can be reelected. To the extent practicable, Directors shall be elected to staggered terms so that approximately one-third of the Board terms expire in any year. Directors shall serve until their successors are elected and qualified, but this provision shall not be interpreted to prevent the resignation of a Director before the completion of his or her term.

Section 4. Nomination Process. Nominations for the Board of Directors are proposed by the Executive Committee. The slate of nominations is voted on by the Directors at any meeting of the Directors.

Section 5. Board Vacancies. In case of a vacancy, the remaining Directors may elect a successor for the remainder of the vacant term.

Section 6. Removal or Resignation. The Board of Directors may vote to remove a Director by an affirmative vote of two-thirds of all disinterested Directors. Any Director may resign at any time by giving written notice to the Chair, or if the Chair wishes to resign, to the Secretary. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Meetings. The Board of Directors shall meet at least four (4) times per year. The annual meeting of the Board of Directors shall be held at the same place and date as the annual meeting of the members and shall constitute one of the four (4) required Board of Director meetings. All members in good standing of the Georges River Land Trust are welcome at meetings of the Board of Directors, except during Executive Session.

Section 8. Notice. The Secretary or their staff designee shall ensure that reasonable notice of the time, place, and date of each annual or special meeting of the Directors is given. Valid notice shall include U.S. mail, email, and other electronic methods. It shall be the responsibility of each Director to provide a current email and regular mail address to the GRLT Staff.

Section 9. Quorums and Voting. A quorum shall consist of a simple majority based on the number of Directors in the organization or members of a committee. Decisions shall be made by consensus. When consensus cannot be reached, a simple majority vote shall prevail unless otherwise specified in these bylaws.

Section 10. Voting in Absentia. Each Director entitled to vote at a meeting or to express consent without a meeting may authorize another Director to exercise a proxy vote executed, in writing by the Director or by the Director's duly authorized agent, on a specific item coming before the Board. No proxy shall be valid after two months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable by the person executing it. This provision does not apply to voting to remove a Director.

Section 11. Remote Meeting Participation. Directors may participate in a meeting of the Board of Directors by means of conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such

participation in a meeting pursuant to this section shall constitute the presence in person at such meeting.

Section 12. Action by Directors without a Meeting. Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or their designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this section shall be deemed a "custom of the corporation known generally to its members."

## ARTICLE V – Officers

Section 1. Officers. The officers of the corporation shall be a Chair, Secretary, and Treasurer. A person may not hold more than one office. All officers shall be Directors nominated by the Executive Committee and shall be elected by the Board of Directors whenever a vacancy occurs. Each officer shall serve until a successor is selected and qualified but this provision shall not be interpreted to prevent the resignation of an officer before the completion of his or her term. The Board may at its discretion appoint such other officers as it deems necessary.

Section 2. Term. The term of office is two years, with a possible extension for one additional year upon the approval of the Directors.

Section 3. Responsibilities.

Chair—The Chair, as chief officer of the corporation, shall preside at all meetings of the Board of Directors and of the corporation, appoint all committee chairpersons, and call special meetings of the Board of Directors whenever they deem necessary. The Chair shall have authority to sign any official document of the corporation. The Chair shall be deemed to be the President for the purposes of the Maine Nonprofit Corporation Act.

Secretary—The Secretary or their staff designee shall keep minutes of Board meetings, Executive Committee meetings, and minutes of the meetings of the corporation. The Secretary or their staff designee shall be responsible for keeping a record of names and addresses of all corporation members in good standing eligible to vote. The Secretary shall be responsible for establishing and coordinating processes to ensure good governance of the organization. The Secretary will also monitor compliance to Bylaws, Articles of Incorporation, and accreditation requirements. The Secretary or their staff designee shall provide timely notice of all annual and special meetings to Directors and members, as required. Unless the Board shall determine

otherwise, the Secretary shall serve as the registered agent of the corporation. The Secretary shall act in place of and for the Chair in the event the Chair is unable to perform their duties.

Treasurer— The Treasurer shall be responsible for the correct and complete keeping of the books of account, shall have charge of the financial records of the corporation, and shall make regular reporting thereon to the Board. If the Board of Directors shall require it, the Treasurer shall give bond with sufficient sureties for the faithful performance of the Treasurer's duties in such amount as shall be fixed by the Board.

Section 4. Removal or Resignation. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of the whole Board of Directors. Any officer may resign their officer position at any time by giving written notice to the Chair, or if the Chair wishes to resign, to the Secretary. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VI – Committees

Section 1. Executive Committee. The Board of Directors shall name an Executive Committee consisting of the officers and one or more additional Directors. The Executive Committee shall act for the Board of Directors during the period between the Board meetings and shall exercise all powers of the Board except those reserved by Board resolution. The Executive Committee will nominate Directors for Officer positions. The Executive Committee may be tasked with other duties and powers as determined by the Board of Directors. The Secretary or their staff designee shall give reasonable notice to all members of the Board of Directors of the time, place, and date of each Executive Committee meeting, and all members of the Board of Directors shall be welcome to attend and participate in Executive Committee meetings.

Section 2. Other Standing Committees. In addition to the Executive Committee, other standing committees named by the Board of Directors may include, but are not limited to, those charged with personnel, financial oversight, land protection, governance, development, trails, stewardship, and outreach. All standing committees should be chaired by Board members. The Board shall establish the duties and responsibilities of each committee.

Section 3. Other Committees. The Board of Directors may from time to time appoint other committees with duties, responsibilities and terms as the Board deems necessary to implement the purposes of the corporation.

Section 4. Quorums and Voting. Committees will use the same rules for voting and quorums as outlined for quorums and voting by the Board of Directors. Committees will require a quorum based on the number of Committee members before voting. Voting on committees will not use proxies.

## ARTICLE VII – Financial Affairs

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of January and end on the thirty-first day of December of each year.

Section 2. Accounts and Investments. The funds of the corporation shall be invested and deposited in one or more financial institutions as directed by the Finance Committee with the approval of the Board of Directors. The Chair or, in his or her absence, any other officer authorized in Section 3 of this Article below is authorized to execute all necessary documents and accounts on behalf of the corporation, unless another member of the Board of Directors is authorized to do so.

Section 3. Expenditures and Check-Signing Authority. Check-signing authority shall be limited to Executive Staff as designated by the Board and to the Board Chair and Treasurer, unless the Board of Directors has otherwise directed. Check-signing authority levels shall be defined in the Board-approved Investment and Spending Policy.

#### ARTICLE VIII – Protection of Officers and Directors

Section 1. Limitation of Liability. The Directors, officers, members, employees and agents of the Corporation shall not be liable to the Corporation or to any other Director, officer, or member for any mistake of judgment, negligence, or otherwise, except for their individual willful misconduct or except if they fail to act in good faith with a view to the interests of the Corporation (and, in the case of an officer, with a view to the interests of the Corporation's members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, officer, member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification. The Corporation shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer or Director of the Corporation. As required by the Maine Nonprofit Corporation Act, no indemnification shall be provided for any such action if the Board of Directors determines by a majority vote of disinterested Directors that any such person has not acted in good faith in the reasonable belief that such action was in the best interests of the Corporation or, with respect to any actual or threatened criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Said indemnification shall be against all loss, costs, damage, expenses, and charges reasonably incurred or suffered by him or her in connection with the defense or reasonable settlement of an action, suit, or proceedings to which he or she may be made a party by reason of having been a member of the Board of Directors. The above indemnification shall apply whether or not said Director or officer continues to be a member of the Board of Directors or an officer of the corporation at the time of incurring or suffering such losses, costs, damages, expenses, or charges.

The foregoing act of indemnification shall not be exclusive of other rights or remedies to which present or former members of the Board of Directors or officers of the corporation may, as a matter of law, be entitled.

#### ARTICLE IX – Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a member, Director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

#### ARTICLE X – Dissolution

In the event the corporation should be dissolved, none of its assets shall inure to the benefit of any officer, Director or member. Any corporation succeeding to title to property or interest in property of the corporation shall be a qualified conservation organization approved by the Board of Directors, its successors, or the Maine Office of the Attorney General. Such corporation shall be required to conform to those restrictions or limitations of use applicable thereto and shall administer such properties in a manner compatible with the general purposes of the corporation insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501(c)(3) of the Internal Revenue Code, as amended.

#### ARTICLE XI – Amendments

Amendments to these Bylaws may be proposed and discussed at any regular or special meeting of the Board of Directors. If any such amendment is approved for further action by a majority of the votes of the Directors present at that meeting, such amendments shall then be made available to all members of the corporation, with no fewer than fifteen days' notice of a meeting of the corporation, at which adoption of the proposed amendment shall be by consensus or an affirmative vote of at least two-thirds (2/3) of the members then present.