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GEORGES RIVER LAND TRUST BYLAWS

*Amended by the membership: September 2000; August 24, 2008;
August 22, 2010; August 19, 2012; proposed September 9, 2014*

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 as contemplated by Section 501(c)(3) of the Internal Revenue Code and for the purposes specified in the Articles of Incorporation filed with the Secretary of the State of Maine.

The corporate purpose of the Georges River Land Trust is expressed in its mission statement 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 preference, handicapped or national origin in 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 1986 or successor provision or as a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code 1986 or any successor provision.

ARTICLE II – Membership

Membership Criteria. A member in good standing shall be any person or entity who supports the purpose of the organization 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.

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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 electing Directors and transacting any other business which 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 President, 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.

Members of the corporation vote to elect Directors and to amend the bylaws.

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 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~~ mailed 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 text.

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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 members at the annual meeting of the corporation.

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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. 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 Governance Committee. The slate of nominations is voted on as a unit by the membership at the annual meeting of the corporation.

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. The Board of Directors may vote to remove a Director by an affirmative vote of two-thirds of all remaining Directors.

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 shall ~~ensure that~~ reasonable notice of the time, place, and date of each annual or special meeting ~~is given~~. When authorized by the individual Director, valid notice shall include, in addition to U.S. mail, notice by fax, email, and other electronic text.

Section 9. Quorums and Voting. A quorum shall consist of a majority of the Directors. 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. Voting by Teleconference Call. Directors unable to be present at the site of a Board meeting may participate in the discussion and vote on motions presented at the meeting via teleconference call.

Section 12. Unanimous Action by Directors without a Meeting. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the

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Board of Directors or of a committee of the Board of Directors, may be taken without a meeting if all of the directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and it shall have the same effect as an unanimous vote. Written consent in the form of a facsimile of the individual Director's signature, written consent in email, or electronic text shall constitute valid written consent.

ARTICLE V – Officers

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. ~~A person, with the exception of the President, may hold more than one office.~~ There shall not be fewer than three persons serving as officers at the same time. All officers shall be Directors and shall be elected by the Board of Directors at the annual meeting or 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 one year, ending at the next annual meeting. There is no limit on the number of successive terms, other than the term limit that applies to all Directors.

Section 3. Responsibilities.

President—The President, 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 he or she deems necessary. The President shall have authority to sign any official document of the corporation.

Vice President—The Vice President shall act as the chief officer of the corporation in the absence of the President.

Secretary—The Secretary shall keep minutes of Board meetings, Executive Committee meetings, and minutes of the meetings of the corporation. The Secretary shall be responsible for keeping a record of names and addresses of all corporation members in good standing eligible to vote. The Secretary 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 President in the event both the President and Vice-President are 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.

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Section 4. Removal. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of the whole Board of Directors.

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. Unless there is a separate committee appointed, it shall function as a personnel committee. The Secretary 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.

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 President 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 the Executive Director and the Board President, Vice-President, 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. No Director shall be liable to the corporation except for his or her own acts or omissions in bad faith; no Director shall be liable for any obligation or liability incurred by this corporation or by the Directors. The corporation alone shall be liable for the

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payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification. Each member of the Board of Directors and each officer of the corporation shall be indemnified by the corporation 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, excepting those arising from his or her own acts or omissions in bad faith. 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 Gain

The corporation is not organized for pecuniary profit and shall not have any capital stock. No officer, Director, or member of the corporation shall receive any compensation or benefit from the corporation directly or indirectly. This article shall not prohibit the reimbursement of reasonable incidental expenses necessarily incurred in the business of the corporation by any officer or Director duly authorized and also shall not prohibit the employment and reasonable compensation of persons, including members, to perform services for the corporation and receive compensation therefore, upon proper authorization of the Board of Directors.

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.