

BYLAWS
GEORGES RIVER LAND TRUST
Draft Revision Articles V – XI
Proposed for Adoption by Membership August 22, 2010

ARTICLE V -- Officers

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. More than one office may be held by the same person, but 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, to call meetings, to chair them if no other chairs is chosen by the directors and to have the power to sign all contracts. Unless otherwise directed by action of the Board of Directors, the President shall have the authority to sign any document, deed, mortgage, lease, promissory note, contract, grant or any other official document 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; ~~may preside over meetings as assigned by the President.~~

Secretary—The Secretary shall keep minutes ~~and all other records, see that members and/or directors are timely notified of all meetings and be responsible for correspondence of the Board.~~ 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 — ~~Shall manage the financial records of the corporation, receipts, disbursements and all funds. Shall be responsible for preparing monthly financial statements and for presenting an annual budget. 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. ~~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. Standing Committees.~~ ~~The Following Standing Committees shall be appointed by the Board of Directors.~~

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.

~~Land Protection Committee~~ ~~To be comprised of one or more directors and volunteers. The committee shall be charged with the responsibility for the identification, acquisition, protection, and stewardship of land and easement policies and objectives of the Corporation, with particular concern for protection of the Georges River watershed. It shall make recommendations to the Board of Directors at least annually. It shall also review specific acquisition and conservation proposals, recommending to the Board any actions to be taken.~~

~~Education Committee~~ ~~To be comprised of one or more directors and volunteers. The committee shall be charged with developing programs for members and the public designed to promote the wise use, scientific management, appreciation, and protection of the historic, cultural and natural resources of the St. George's River watershed ecosystem and adjacent areas.~~

~~Development Committee~~ ~~To be comprised of one or more directors and volunteers. The committee shall be charged with responsibility for the development of membership and financial resources to fulfill the mission and annual objectives of the corporation. It shall review corporation policies and procedures, particularly those concerning fund raising programs, public relations, membership donations, privileges, and classes and other matters related to the development of adequate funding; recommending to the Board any action to be taken.~~

~~Finance Committee—To be comprised of the Treasurer and one or more directors and volunteers. The committee shall be charged with the responsibility of overseeing the fiscal affairs of the GRLT and with the preparation and presentation, with staff assistance, of an annual report and annual operating budget for review and adoption by the Board of Directors. It shall review and manage investments, recommending to the Board any actions to be taken~~

~~Nominating Committee—To be comprised of one or more directors and volunteers to nominate persons to the position of Director of the GRLT and to nominate officers for the Board of Directors. The Nominating Committee shall have responsibility for the evaluation of board needs and identification and orientation of members and officers to fulfill those needs and shall share responsibility with staff and other committees for board development.~~

~~Stewardship Committee—To be comprised of one or more directors and volunteers and raay function as a sub-committee of the Land Protection Committee. The Committee shall provide for monitoring, management and enforcement of easements and/or other property interests controlled by the corporation.~~

~~Trails Committee—To be comprised of one or more directors and volunteers. This committee is charged with the supervision of all trails projects and activities, with particular attention to the formulation of polices and resources for the development, maintenance, and expansion of the trails projects, recommending to the Board of Directors any actions to be taken.~~

Section 2 Other Committees

Ad Hoc Committees—

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. ~~Such committees might have responsibility for oversight of the trails projects, communications, marketing, public relations, human resources and personnel policies.~~

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 Finance Committee shall authorize a member of the Board of Directors to sign all documents required for investment or deposit of funds or in default of such designation, then the Treasurer shall be authorized to sign all investment documents and on all accounts for the corporation except as otherwise restricted.~~ The President or, in his or her absence, any of the other officer identified in Article V, 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 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 ~~may in the discretion of the other members of the Board of Directors~~ 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 ~~his~~ 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 ~~bylaw~~ 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 corporation or at a duly called meeting~~ of the Board of Directors. If any such amendment is approved for further action by a majority of the votes of the ~~members~~ Directors present at that meeting, ~~copies of such amendments shall then be sent~~ made available to all members of the corporation, with ~~at least~~ no fewer than fifteen days notice of a ~~second~~ meeting of the corporation, at which adoption of the proposed amendment shall be adopted by consensus or an affirmative vote of at least two-thirds (2/3) ~~vote~~ of the members then present.