

**Bylaws of the
Androscoggin River Watershed Council**

**ARTICLE I
Name, Purposes, and Location**

The name of this Corporation shall be the “Androscoggin River Watershed Council” (hereinafter the “Corporation”). The Corporation’s principal place of business shall be Bethel, Maine. The Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:

To improve environmental quality and promote healthy and prosperous communities in the Androscoggin River Watershed.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE II
Officers and Directors**

Section 1. **General Powers.** The property, affairs, and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. **Composition.** The Board of Directors shall consist of a minimum of seven (7) and a maximum of twenty-five (25) members and shall include the Officers.

Section 3. **Election of Directors.** The initial Board of Directors shall be comprised of those individuals serving on the Steering Committee as of the date of the Organizational Meeting. Subsequently, the Board of Directors shall be elected by vote of the Members at the Annual

Meeting of the Members and each Director shall serve for a term of two years or until his or her successor is elected. Board Directors shall inherit the terms remaining on their Steering Committee terms as of the date of the Organizational Meeting. A Nominating Committee, selected by the Executive Committee, shall nominate new members. The nominees shall be selected so as to achieve a goal, but not a requirement, of geographical representation and a range of views from the following constituents: small businesses, large businesses, nonprofit organizations, municipalities, and state and federal agencies.

Section 4. **Vacancies.** Vacancies in the Board of Directors or in any of the offices which occur between elections may be filled by a majority vote of the Board for the period remaining until the next Annual Meeting of the Members, at which time an election shall be held by the Members to fill the seat for the period remaining in the term.

Section 5. **Resignations.** Any Director may resign at any time by giving written notice to the Chairperson. 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 6. **Removal.** A Director or Officer may be removed if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Corporation. Said removal shall occur only at a Special Meeting of the Board of Directors called expressly for that purpose, and upon a two-thirds (2/3) vote of those disinterested Directors present in person or by conference call. The notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Director or Officer considered for removal shall be given an opportunity to be present and to be heard at said meeting. Each member of the Board of Directors is expected to regularly attend scheduled meetings; failure to attend meetings may constitute cause for removal.

Section 7. **Board of Directors Meetings.**

7.1. The Board of Directors shall meet a minimum of four (4) times per year, including one Annual Meeting of the Directors.

7.2. Meetings of the Board of Directors may be held in whole or in part by conference call. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

7.3. Notice of all meetings of the Board of Directors shall be sent at least five days previously thereto by written notice delivered personally, by first class mail, fax, personal delivery, or electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

7.4. The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation. Notwithstanding the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote of a majority of Directors present in person or by conference call. Further notwithstanding the foregoing, an affirmative vote on any substantive matter in question shall constitute the waiver of any procedural objection.

7.5. One third (33 1/3 %) of the Directors shall constitute a quorum for the transaction of business, but the Directors present in person or by conference call at any meeting may adjourn such meeting from time to time until such quorum is present.

7.6. Unless provided otherwise in these Bylaws or by law, a majority of the votes entitled to be cast on a matter to be voted upon by the directors present in person or by conference call at a meeting at which a quorum is present shall be necessary for the adoption thereof. There shall be no proxy voting.

Section 8. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors shall be held at the call of the Chairperson or upon the request of at least one-third of the Board of Directors. At least two days notice, written or oral, shall be given to each Director of a special meeting and such notice, if written, shall be sent by mail, fax, personal delivery, or electronic mail to such address as the Director may designate which shall be recorded by the Secretary.

Section 9. Board or Committee Action Without a Meeting. Any action which 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 action taken, (b) three quarters (75%) of the total number of Directors or of the committee members sign written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her 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 and 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 regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by personal delivery, fax, or electronic mail. The provisions of this Article 2, Section 9 shall be deemed a "custom of the Corporation known generally to its members."

Section 10. Officers. The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, all of whom shall be elected by the Members to serve for one-year terms beginning and ending on the date of the Annual Meeting of the Members. However, at the organizational meeting of the Corporation, the initial Officers shall be those individuals serving as officers of the Steering Committee as of the date of the organizational meeting.

a) The Chairperson shall be the Chief Executive Officer of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The Chairperson shall do and perform such other duties from time to time as may be assigned by the Board of Directors. The Chairperson shall have all of the powers and responsibilities of the President under the Maine Nonprofit Corporation Act, as amended.

b) The Vice Chairperson shall succeed to the Chair in case of a vacancy in that office, and shall perform the duties of the Chairperson in case of absence or disability. The Vice Chairperson shall undertake responsibilities that the Chairperson may assign. The Vice Chairperson shall have all of the powers and responsibilities of the Vice President under the Maine Nonprofit Corporation Act, as amended.

c) The Treasurer shall oversee and account for all moneys, funds and properties of the Corporation. The Treasurer shall report on the Corporation's finances at Board meetings.

d) The Secretary, or his/her designee, shall record the minutes at the Board meetings. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Secretary shall oversee the keeping of the records (including a record of all Members of the Corporation), shall submit the annual report to the State of Maine, and shall perform such other duties as are incident to the office or that of a Secretary or Clerk as required by the laws of Maine.

ARTICLE III Members

Section 1. **Membership Classes.** There shall be two classes of Members, as follows:

 (a) Individual/Family Members, who shall be individuals or a group of individuals living in the same household; and

 (b) Organization Members, who shall be businesses, government agencies, and nonprofit corporations.

Section 2. **Requirements of Membership.** In order to be a Member, the person shall:

(a) be at least eighteen (18) years of age, if an Individual/Family Member, (b) support the purpose and activities of the Corporation; and (c) pay dues as determined by the Directors.

Section 3. **Tenure.** Each Member shall remain a Member until withdrawal, expulsion, or disqualification of such Member in the manner provided herein.

Section 4. **Voting Rights of Members.** Each Member in good standing shall have the right to vote for the Directors and Officers of the Corporation and on any other matters submitted by the Board of Directors to the Membership, as further set forth in these Bylaws. Each Member shall have one vote; provided, however, that no more than two members of each dues-paying household shall have the right to vote. Elections of Directors and Officers may be conducted in whole or in part by mail.

Section 5. **Withdrawal, Expulsion and Expiration of Membership.** Any Member may withdraw at any time by delivering notice of withdrawal in writing to the Chairperson or the Clerk or to the Corporation at its principal office. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A Member may be expelled for cause, after reasonable notice and opportunity to be heard, by the Board of Directors. In the event a Member fails to pay required dues within one hundred eighty (180) days of any due date, such person's Membership shall automatically expire.

Section 6. **Membership Meetings.**

(a) Regular Meetings. Regular meetings of the Members may be held at such time and place as the Board of Directors may determine.

(b) Special Meetings. Special Meetings of the Members may be called at any time by the Chairperson, by the Board of Directors, or by petition in writing signed by not fewer than five (5) Members of the Corporation entitled to vote and filed with the Clerk. Fourteen days written notice as to the time, place, and subject matter of the Special Meeting must be given to all voting members. At such Special Meetings no business shall be transacted which is not specified in the notice of the meeting.

(c) Annual Meetings. There shall be an Annual Meeting of the Members, held at a time and place determined by the Directors.

(d) Conference Call Meetings. Regular and Special Meetings of the Members may be held in whole or in part by conference call if all Members can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

(e) Quorum. At any meeting of the Members, ten percent (10%) of the Members present in person or by conference call shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the votes properly cast by Members shall decide any question.

ARTICLE IV Committees

Section 1. **Executive Committee.** The Executive Committee shall be comprised of the Officers and three additional Directors elected by the Board of Directors. The Executive Committee shall have the authority to (a) provide oversight of the administration of the Corporation, in particular personnel matters; (b) develop annual organization budgets for Board approval; (c) approve fiscal agreements with sub-committees of the Corporation; (d) advise the Executive Director and/or staff on overall operations of the Corporation; and (e) request specific project and financial reports of the organization. The Executive Committee shall keep regular minutes of its proceedings and report them to the Board of Directors. Any member of the Executive Committee may call meetings of the Committee. Three days written notice as to the time and place of meetings shall be given to each officer. Any officer may waive written notice of meetings in which case verbal notice shall suffice. Three officers present in person or by conference call shall constitute a quorum permitting the transaction of business at such meetings. In the absence of a quorum, a meeting may adjourn until a quorum can be present.

Section 2. **Nominating Committee.** The Nominating Committee, appointed by the Board of Directors, shall nominate individuals to serve on the Board of Directors and in the Officer positions.

Section 3. **Other Committees.** The Board of Directors may, from time to time and for terms as they may see fit, establish committees other than the Executive Committee and the Nominating Committee, as necessary for the smooth functioning of the Corporation. The Chairperson shall appoint committee members from among the members of the Board of Directors, members of the Corporation and non-members. Such committees shall be chaired by a Director of the Corporation. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee present in person or by conference call shall be the act of the committee.

ARTICLE V EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

The Board of Directors shall determine the staffing needs of the Corporation, and may select, evaluate, and supervise an Executive Director. The Executive Director shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as technical advisor to the Board and its committees and shall attend Board meetings but shall not be a Director and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms, duties and compensation of all other employees and consultants, in consultation with the Board of Directors.

ARTICLE VI Financial Affairs

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of October and end on the thirtieth day of September of the following calendar year.

Section 2. **Bank Accounts and Expenditures.** The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All checks and expenditures issued by the Corporation shall be authorized by either the Treasurer or the Chairperson or the Executive Director, except that any check or expenditure, or a related series of checks or expenditures constituting a single transaction, in an amount greater than two thousand dollars (\$2,000) shall be authorized by any two of the Chairperson, Treasurer, or the Executive Director. Other financial internal controls of the organization shall be established by resolution of the Board or by practice.

Section 3. **Execution of Documents.** All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the Chairperson, Vice-Chairperson, or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

Section 4. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S.A §712, in no event shall a loan be issued to a director or officer of the Corporation.

ARTICLE VII

Liability Protection and Indemnification

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 his or her individual willful misconduct or except if he or she fails 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, Director, Member, employee or agent 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.

The indemnification provided hereunder shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Corporation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of a written and binding obligation by or on behalf of the Director, Officer, employee or agent to repay such amount if the final adjudication in any action, suit or proceeding determines that such person has not acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, Members, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 3. **Insurance.** The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 2 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE VIII

Prohibition Against Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer or Member 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 Director, Officer, or Member 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 Director, Officer or Member may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Director duly authorized and also shall not prohibit the employment of persons, including Directors, Officers, and Members, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE IX Dissolution

The Corporation is intended to exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X Amendments

The Bylaws or Articles of Incorporation may be amended at any meeting of the members by a two-thirds vote of qualified voting members present in person or by conference call, provided the amendments shall have been submitted in writing to the Board at least ten days in advance of the proposed meeting. A copy of the proposed amendments, together with recommendations of the Board, shall be mailed to all members of the Chapter at least five days prior to such voting. Amendments to the Bylaws or Articles of Incorporation also may be decided by two-thirds majority vote of the members polled by mail.

ARTICLE XI Miscellaneous

Section 1. **Notices.** All notices to the Corporation shall be sent by mail to the Corporation at its offices at P.O. Box 1541, Bethel, ME 04217. All notices from or to the Corporation shall be deemed to have been given when mailed or electronically mailed, except notice of changes of address which shall be deemed to have been given when received.

Section 2. **Captions.** The captions herein are inserted as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

