

**Boothbay Region Land Trust  
Bylaws**

**ARTICLE I  
General**

**Section 1. Name.** The name of the corporation shall be Boothbay Region Land Trust (the Corporation). It shall be a non-profit, non-stock corporation organized under the laws of the State of Maine.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall, unless otherwise decided by the Board of Directors, end ~~December 31~~September 30.

**ARTICLE II  
Purposes**

This organization 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, or the purposes to be promoted or carried out by the Corporation are as follows:

- (a) To engage in and otherwise promote for the benefit and enjoyment of the general public the preservation and conservation of the natural resources of the Boothbay Region, County of Lincoln and State of Maine, and the areas contiguous to it, including but not limited to soil, water resources, swamps, woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites including maintenance of docking facilities, dams, roads and trails;
- (b) To promote the scientific study of and to educate the public regarding local natural resources including water, soil, plants, animals, birds, insects and other wildlife;
- (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 Directors of the Corporation shall deem appropriate; provided, however, that the Corporation shall have the right to reject any gift or bequest;
- (d) To use all property held or controlled by this Corporation and the net earnings thereof exclusively for the benevolent and charitable purposes of the organization, including conservation, education, recreation, literary and scientific purposes for the physical, cultural and spiritual benefit of all the inhabitants of the Boothbay Region, the State of Maine and the United States of America;

(e) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(f) The Corporation is a public benefit corporation as defined in Title 13-B MRSA section 1406(1).

### **ARTICLE III**

#### **Membership**

**Section 1. Eligibility.** Any person who makes a contribution in cash or in kind shall become a member of the Corporation. Any person who is admitted to the Corporations' Aquahega Society or Osprey Legacy Gift Society shall become a lifetime member of the Corporation. The duties and privileges of such membership may be exercised by such owner in person or by his duly authorized representative provided that there shall not be more than one (1) vote for each membership.

**Section 2. Recording.** Membership will be so recorded on the books of the Corporation maintained by the Secretary for that purpose, together with a record of the amounts of donations. Annual membership shall be for the period of one (1) year from the time of a donation.

**Section 3. Duties and Privileges.** Members in good standing are entitled to all the benefits and privileges associated with their membership.

**Section 4. Annual Meeting.** The Annual Meeting of the members of the Corporation for the election of directors and officers shall be held in the State of Maine during the calendar year. Other meetings of the Corporation may be called by the Board of Directors.

**Section 5. Notice.** Notice of the time and place of all meetings of members of the Corporation shall be given by the Secretary by mail, postage prepaid, to each

member at the member's registered address at least fifteen (15) days (exclusive of the day of mailing) prior to the date of such meeting.

**Section 6. Quorum.** Attendance at any meeting of the members of the Corporation may be conducted by any electronic method in which each participant may communicate with all of the other meeting participants. At any meeting of the members of the Corporation, ten (10) members present in accordance with the provisions of this section shall constitute a quorum for the transaction of business; and in case no quorum is present, the members represented may adjourn from time to time until such quorum appears.

**Section 7. Voting.** Each member, in good standing, shall be entitled to one vote, which may be cast in person or electronically as authorized by Section 6 above, or by duly authorized proxy given to the Secretary not more than thirty (30) days prior to the date of such meeting. Only members in good standing are entitled to vote at meetings of the Corporation, or serve as directors or officers. If contributions are made jointly by a couple, the couple is entitled to one (1) vote, which may be cast by either party.

**Section 8. Termination of Membership.** Membership shall terminate upon the death or resignation of the member. Membership of any other members shall be terminated for nonpayment of a contribution in the specified period. Resumption of contributions, prior to the annual meeting, will reinstate the contributor to membership.

## ARTICLE IV Directors

**Section 1. Powers and Duties.** The Corporation shall be governed by a Board of Directors (the Board) which shall have the general management and control of all business, affairs and assets of the Corporation and, other than the offices of President, Vice President, Secretary and Treasurer who are elected by the Membership pursuant to the provisions of Article V, Section 1, shall appoint such officers and agents of the Corporation as it deems proper; and shall exercise general supervision of its interests and affairs in accordance with the provisions and the spirit of these Bylaws. The Board shall, at the annual meeting of the membership, render a full report on the affairs of the Corporation.

**Section 2. Qualification and Election.** The Board shall consist of not less than three (3) and not more than twenty-one (21) members, who shall be members of the Corporation, elected by the Corporation membership at its annual meeting. One (1) of the members may be a student from Boothbay, Boothbay Harbor, Edgecomb or Southport selected to serve for a term of one (1) year. A Director may serve a term of one (1), two (2), or three (3) years. A Director shall be ineligible for re-election after having served for six (6) consecutive years as an elected Director until one (1) year has passed since holding the office of Director. However, a Director serving as

President in their sixth (6th) year; may serve as President and Director for one (1) additional year.

**Section 3. Vacancies.** Any unexpired term of a Director and not more than two (2) vacancies may be filled by a vote of the Board only until the next annual meeting of the membership. Any interim appointment shall not affect such Director's eligibility to serve as an elected Director for six (6) consecutive years.

**Section 4. Regular Meetings.** The Board will normally meet once each month or as otherwise set by the Board.

~~**Section 5. Annual Meeting.** The Board shall hold an annual meeting sometime following the annual meeting of the membership.~~

**Section 65. Special Meetings.** Special meetings of the Board shall be called by the Secretary whenever requested in writing by the President or by a majority of the Directors. At least two (2) days' notice, written or oral, shall be given to each Director and such notice, if written, shall be sent either by electronic mail to the email address provided to the corporation by the Director or by mail, postage prepaid, to the Director's home address appearing in the corporate records, or at such other address as the Director may designate which shall be recorded by the Secretary. A written certificate of how and by whom notice of any special meeting was given shall be signed by the person(s) providing such notice and maintained with the corporation's records.

**Section 76. Quorum.** At any meeting of the Board at least a majority of the Directors shall constitute a quorum for the transaction of business except as specified in these Bylaws. For purposes of determining the quorum, the student board member(s) shall not be included. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board except as otherwise specified in these Bylaws. In the absence of a quorum, the Directors present may set a date for a continued meeting of the Directors. Electronic attendance as defined in Article IV, Section 8, shall count toward the formation of a quorum and the member attending in this fashion, being able to participate and communicate with all the other participants at the meeting, may vote in all matters constituting an act of the Board.

**Section 87. Notices.** The Board of Directors shall, by resolution, provide for the calling and conduct of its meetings including notice via electronic mail. The nature of the business transacted at any meeting of the Board and minutes concerning it shall be communicated by the Secretary to absent members of the Board.

**Section 98. Electronic Attendance.** Attendance at any meeting of the Board or any committee thereof may, in addition to the provisions of Title 13-B MRSA § 705, be conducted via any electronic method in which each participant may communicate

with all of the other meeting participants. Participation in a meeting in this manner shall constitute presence in person at such meeting.

**Section 109. Action by Unanimous Consent.**

A. -Should the Executive Committee determine that action should be taken by the board before the next formal meeting, upon providing at least two days' notice by electronic communication, the Executive Committee may seek the consent of the directors to take action without a meeting, provided that such notice sets forth (1) a description of the action to be taken; (2) the intended effective date of such action; (3) the date by which any Director shall submit either a written consent to such action or a written objection to such action; and (4) a form of consent to such action. Any action which could be taken at a meeting of the Board may also be taken without a meeting by the consent thereto of a majority of Directors.

B. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if either a written or electronic consent to such action is obtained from all members of the Board or of such committee, as the case may be, and confirmation of such consent is filed with the minutes of the proceedings of the Board or committee, including a description of the manner of consent.

**Section 101. Removal.** A Director may be removed only by a majority vote of the Board of Directors at a special meeting of the Board called for such purpose.

## **ARTICLE V Officers**

**Section 1. Qualification and Election.** The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer elected by the Membership at its Annual Meeting and shall assume their duties upon election. The officers must be Directors. The Board may provide for and elect such other officers as it deems advisable from time to time for the transaction of the business of the Corporation. All officers shall hold office for one (1) year until re-elected or until their successors have been elected.

**Section 2. President.** The President shall (1) preside at all meetings of the membership and the Board of Directors; (2) appoint the chair of each committee established by the Board of Directors in consultation with the Executive Committee and each committee chair shall appoint the committee members in consultation with the President~~appoint the chair of each Committee of the Board of Directors and in consultation with the Committee Chair and the Executive Committee appoints the committee members~~; (3) be an ex-officio member of all Committees of the Board; (4) make recommendations to the Board as to the conduct of the affairs

of the Corporation; (5) provide direct supervision of the Executive Director; and (6) perform such other duties from time to time as assigned by the Board of Directors.

**Section 3. Vice President.** The Vice President shall perform all duties incumbent on the President during the absence or disability of the President, and shall work with and cooperate with the President in the exercising of the powers and duties of the President as the President may request from time to time.

**Section 4. Secretary.** The Secretary shall (1) record all the votes and proceedings of the Membership and the Board of Directors in books kept for that purpose; (2) see that record books of meetings of the Membership and the Board of Directors shall be open at all reasonable times for the inspection of any member; (3) see that the corporate records are kept; (4) see that lists of the names and addresses of the members, Directors and Officers of the Corporation are maintained in a timely manner; (5) cause written or electronic notices of all Membership meetings of the Corporation to be sent to all members; and (6) cause written or electronic notices of all meetings of the Board to be sent to the Directors, Officers, the Executive Director and other parties, in accordance with the Bylaws. If the Secretary is absent from any Board meeting a temporary Secretary shall be chosen to exercise the duties of the Secretary at such meeting.

**Section 5. Treasurer.** The Treasurer shall (1) oversee the fiscal program of the corporation; (2) cause all funds of the Corporation to be deposited in depositories in the name of the Corporation and approved by the Board of Directors; (3) see that an accurate record is kept of corporation funds; (4) cause adequate monthly reports to be made to the Board of Directors; (5) see that an annual fiscal report is presented to the Members at the Annual Meeting; and (6) report at such other times as the Board may request. ~~The Treasurer, at the expense of the Corporation, shall give such bond as the Board of Directors may determine and shall see that appropriate employees of the Corporation are bonded.~~

**Section 6. Vacancy.** Any vacancy in the position of any officer shall be filled for an unexpired term by a majority vote of the Board of Directors.

**Section 7. Removal.** Any officer may be removed from office by a majority vote of the Board of Directors at a special meeting of the Board called for such purpose.

## **ARTICLE VI**

### **Committees**

**Section 1. Auditing Committee.** The Directors shall, during each fiscal year, appoint an Auditing Committee of one or more members or a certified public accountant who shall audit or cause the accounts of the Corporation to be audited at the close of that fiscal year and its report shall be presented at the following annual meeting.

**Section 2. Executive Committee.** The Executive Committee shall consist of the four (4) duly elected officers of the Corporation; President, Vice President, Secretary and Treasurer, and other such members of the Board of Directors as the Board shall appoint from time to time, and shall be called into session as required by the President. The Executive Committee shall (1) assist the President in expediting administrative decisions of the Board of Directors; (2) advise the President on matters of significance that will require Board action; (3) prepare an annual performance review of the Executive Director and report to the Board of Directors; and (4) perform other functions as established by the Board of Directors.

**Section 3. Standing Committees.** The Board of Directors may, from time to time and for terms as it may see fit, establish committees to advise and make recommendations to the Board in order to assist the Board in the administration of its responsibilities. ~~The Chair and all of the members of each Standing Committee shall be appointed by the President.~~

## **ARTICLE VII Executive Director**

An Executive Director shall (1) be employed by the Corporation and perform such tasks as directed by the Board and supervised by the President; (2) be the Executive Officer of the Corporation; (3) be an ex-officio member of all committees of the Board; (4) be responsible for the employment of members of the Corporation staff in accordance with the policies of the Board; (5) designate staff duties and have general supervision of staff work; (6) approve all invoices to be signed by duly authorized Officer(s) for the disbursement of funds; and (7) attend meetings of the Board and the membership and make monthly reports to the Board.

## **ARTICLE VIII Board of Advisors**

The purpose of the Board of Advisors is to (1) contribute expertise and thinking to current and future work of the Corporation; (2) understand and communicate the work of the Corporation; and (3) attend ~~a joint meeting with the Board of Directors annually~~ the Annual Meeting. ~~Each Advisor shall be an individual who falls into one or more of the following categories:~~ Each Advisor shall be an individual who supports the mission of the Corporation and who could assist the Board with their experience or knowledge in an area relevant to that mission, including, but not limited to the following ways: (1) provides a wealth of land trust knowledge and experience; (2) holds considerable influence in the community; (3) has a strong philanthropic history; or (4) represents a key constituency within the community that is critical for the land trust as a community partner. -A prospective advisor shall be nominated by a Board member, subject to review by the Executive Committee, and approved and removed by the Board ~~of Directors for a two (2) year term~~.

## **ARTICLE IX**

### **Limitation of Liability**

**Section 1. Limitation of Liability.** No Director shall be liable to this corporation except for his or her own bad faith acts, neglects and defaults. No Director, in the performance of the Director's corporate duties, shall be liable out of the Director's personal assets 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 shall be indemnified by the Corporation against all loss, costs, damage, expenses and charges reasonably incurred or suffered by the Director in connection with the defense or reasonable settlement of any action, suit or proceeding to which the Director may be made a party by reason of the Director having been a member of the Board of Directors or an Officer of the Corporation (whether or not the Director continues to be a member of the Board of Directors or Officer at the time of incurring or suffering such loss, costs, damage, expenses or charges) except in relation to any matter as to which the Director shall be adjudged in such action, suit or proceeding to be liable for the Director's own gross negligence or, the Director's bad faith or personal misconduct in the performance of the Director duties as such member of the Board of Directors or officer. The foregoing right of indemnification shall not be exclusive of other rights or remedies to which such member of the Board of Directors or officers may, as a matter of law, be entitled.

## **ARTICLE X**

### **Transfer of Holdings**

No interest of the Corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated unless authorized at a meeting of members duly held at which a quorum is present by affirmative vote of two-thirds (2/3) of the members represented at such meeting entitled to vote on the subject matter. The notice for any such meeting shall contain a description of the proposed transaction and the reasons therefor. Such membership approval, however, shall not be required for the mortgaging or sale of a portion of real estate in connection with its acquisition for the purpose of financing said transaction. Such purchase money financing and sales of a portion of any larger parcel acquired shall, however, require the affirmative vote of two-thirds of the total number of Directors then in office. No such real estate, however, shall be transferred, exchanged, encumbered or in any other way alienated in such manner that it fails to meet the requirements of the Internal Revenue Code of 1954 as amended and the regulations issued thereunder for a corporation as an exempt organization under the provisions of Section 501(c)(3) of said code and regulations as they now exist or may hereafter be amended.



## **ARTICLE XI Provisions for Dissolution**

Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (1986?) or the corresponding provision of any future United States Internal Revenue Law as the Directors shall determine.

## **ARTICLE XII Amendment**

These bylaws may be amended only as follows:

1. Written notice of the proposed amendment must be given to all members of the Board at least one (1) month prior to the Board meeting at which action will be taken.
2. The proposed amendment must receive a majority of the votes of the Board of Directors present at the meeting at which action is proposed to be taken.
3. The proposed amendment must then be posted on the Corporation's site on the World Wide Web for at least one (1) month prior to the regular or special meeting of the members of the Corporation at which action is proposed to be taken along with a notice via U.S. mail to all members of the Corporation of such posting.
4. The proposed amendment must receive at least a two-thirds (2/3) vote of the members of the Corporation then present at a regular or special meeting of the members of the Corporation before becoming a part of the Bylaws.

Article IV, amended 6/20/88

Article III, section 2 & 5 amended 8/17/91

Article IV, section 1 amended 8/15/92

Article XI, scholarship added 8/21/93

Article II, amended 5/19/94

Article VI, section 1 amended 8/19/95

Article III, amended 9/21/96

Article IV, section 1, amended 9/13/97

Article IV, section 1, amended 9/25/02

Articles I, II, IV, XII, amended 8/23/03

Article I, II, III, IV, V, VIII, IX, XII, amended 09/25/06

Article IV, amended 08/26/07

Article IV, V and XII amended 9/9/13

Article III, section 1 amended 9/22/2018

Proposed changes to: Article I, III, IV, V, VI, VIII for 9/XX/21