

## BYLAWS OF THE MAINE ISLAND TRAIL ASSOCIATION

### ARTICLE I

#### Name, Location, Seal

- 1.1** Name. The name of this corporation is MAINE ISLAND TRAIL ASSOCIATION (hereinafter "Association" or "Corporation").
- 1.2** Location. The principal office of this corporation is in Portland, County of Cumberland, State of Maine. Additional offices or regional centers may be established from time to time by resolution of the Board of Trustees.
- 1.3** Seal. The seal of the corporation shall have the words "Island Trail" and "Maine" and shall be in such form and design as may be approved by the Board of Trustees.

### ARTICLE II

#### Purposes

- 2.1** Purposes. The purposes of this Corporation shall be as stated in the Articles of Incorporation as amended from time to time. The Association shall establish a model of thoughtful use and volunteer stewardship for the islands and places along the waterways that will assure their conservation in a natural state while providing an exceptional recreational asset cared for by the people who use it. The Association shall accomplish its goals by fostering the values inherent in collaborative and active participation, personal responsibility, harmony with nature, and broad-based education.

### ARTICLE III

#### Membership

- 3.1** Membership. Membership shall be open to all persons, regardless of race, color religion, age, national origin, sex or sexual orientation, who express their interest in the Corporation by the payment of annual dues and who pledge to uphold the ethics of the Association.
- 3.2** Dues. The amount of dues shall be set annually by the Board of Trustees and may be established at varying levels. Only those members whose dues are currently paid shall be entitled to the benefits of membership.
- 3.3** Votes. Each full member shall have one vote. If a partnership or corporation shall be a member, the entity will have only one vote. Affiliate members shall not vote.
- 3.4** Default of Dues. Any member whose dues remain unpaid for a period of three (3) months after they have become due and who has received written notice and request for payment, may be dropped from the membership roles.

## ARTICLE IV

### Meetings of the Membership

**4.1 Annual Meeting.** The Association shall hold a meeting of the membership annually. This meeting shall be held at a convenient hour and place for the purpose of meeting members of the Board of Trustees, discussion of the Annual Report and any other reports that may be presented by the Board of Trustees, and the transaction of any other relevant business. The agenda shall be set by the Board of Trustees and also include any item requested by petition of no less than 100 members.

**4.2 Notice of Meetings.** Notice of the time, place and purpose of Annual Meetings shall be given by mail or electronic means to each member of the Association not less than 7 nor more than 45 days before the meeting.

**4.3 Special Meetings.** Special meetings of the Association may be called at any time by the Board Chair or by 5 members of the Board of Trustees or by 20% of members by petition delivered to the Board Chair. Notice of the time, place and purpose of the meeting shall be given to each member of the Association not less than 7 nor more than 45 days before the meeting.

## ARTICLE V

### Board of Trustees

**5.1 Definition and Number of Trustees.** The directors of the Corporation shall be referred to as "Trustees" and shall have the same rights, powers, obligations, and functions as directors for non-profit organizations under applicable law. The number of Trustees of the Association shall be not less than nine (9) or more than twenty (20). The number within this limit shall be fixed by the Board of Trustees. There shall be no more than five (5) Representative Trustees who represent other non-profit organizations or governmental agencies engaged in conservation, recreation, or education who are invited by the Trustees to participate on the Board. Representative Trustees shall not count in the total number of Trustees provided in this section. Representative Trustees shall not be voting members of the Board. All references herein to "Trustee" shall include Representative Trustees unless otherwise clearly indicated. The Executive Director shall be a non-voting ex-officio member of the Board.

**5.2 Term.** A full term shall be three years, but may be reduced at the discretion of the Governance Committee upon nomination. A trustee may serve up to three consecutive terms. No person may be re-nominated after serving three terms unless that person has been off the Board for at least one year following the end of the third term. Trustee terms shall begin and end with the Association's fiscal year, except when trustees are appointed by the Board to fill a vacancy.

**5.3 Nomination.** The Governance Committee shall invite the members of the Association to submit names for consideration for election as Trustees. The Governance Committee shall meet and select the slate of nominees to replace the retiring members of the Board of Trustees. Other nominations may be made by a letter signed by 50 members of the Association and delivered to the Association's headquarters at least 45 days prior to the Annual Meeting.

**5.4 Election.** All Trustees shall be elected by the Association members except Representative Trustees who are appointed by the Board or those appointed by the Board to fill a vacancy. The Board may also request the members to decide other matters via a referendum on the ballot. No less than 45 days before the beginning of the Association's fiscal year, a ballot for election of trustees and any referendum questions shall be sent to all voting members by mail or electronic means. If the ballot is sent electronically, the Association shall give notice to members that they may request a paper ballot be sent to any member upon request with reasonable time to complete and return.

Those persons receiving the highest number of votes will fill the positions open for election. Only votes received or postmarked within three weeks of the date the ballot is sent will be counted. The vote shall be valid only if there are responses by at least 100 voting members. If less than 100 members vote in a Trustee election, then the Board shall cast a vote for the slate proposed by the Governance Committee or any person(s) it deems suitable to serve on the Board. The election shall be completed by the beginning of the Association's fiscal year.

**5.5 Vacancies.** The Board of Trustees may appoint by simple majority vote a person to fill any vacancy in the Board up to the maximum number of Trustees authorized in Article V, Section 1. A person so appointed shall serve until the next annual election of trustees, but shall be eligible for nomination and election for a normal term thereafter. Time served to fill a vacancy shall not count towards the term limits for trustees.

**5.6 Resignations.** Any Trustee may resign at any time by giving written notice to the Board Chair or to the Clerk. Such resignation shall take effect at the time specified in the notice and, unless required by the notice, the acceptance of such resignation shall not be necessary to make it effective. If any Trustee shall fail to attend three consecutive meetings of the Board without excuse deemed satisfactory by the Board, he or she may be deemed by the Board to have resigned.

**5.7 Suspension or Removal.** A Trustee may be suspended or removed at any time, with or without cause, by the affirmative vote of 70 percent of the remaining members of the Board of Trustees, not including Representative Trustees.

**5.8 Powers.** Management of the business, property and affairs of the Corporation shall be controlled by the Board of Trustees. The Board may hire an Executive Director who shall have the authority and duties as determined by the Board. In addition to powers granted by the Articles of Incorporation and these Bylaws, the Board of Trustees

may exercise all such powers and perform all such lawful acts as are not prohibited by the Articles of Incorporation or by these Bylaws.

**5.9 Meetings of the Board of Trustees.** A meeting of the Board of Trustees may be called by the Chair at any time and place and shall occur not less than quarterly. Special Meetings also shall be called by the Clerk upon written or electronic request of any three Trustees. The Trustees calling a Special Meeting may chose to control the agenda and may require the Clerk to preside. Association members may attend any board meeting as non-participating observers except when the Board is in executive session.

**5.10 Notice.** Notice of the meetings of the Board of Trustees shall be given electronically at least three days before the meeting to the electronic address designated by each Trustee, or by telephone at least 24 hours before the meeting. Such notice may be waived electronically or in writing by 100% of the members of the Board.

**5.11 Quorum.** Two-thirds of the Board of Trustees shall constitute a quorum and a majority of those present, providing a quorum is present, shall be sufficient to transact business. A Trustee shall be deemed present if in contact by telephone or electronic means during the meeting. A Trustee shall be deemed present by proxy for a specific matter if the matter has been specified in advance of the meeting and the Trustee has provided a proxy electronically or in writing to the Chair or other member of the Board. If less than a quorum is present, discussions and decisions on a matter may be deferred. Alternately, if at least half of Trustees are present, they may agree by consensus to transact business, including discussion and decisions, by reaching a provisional decision on a specific matter and then polling all absent members after the meeting to confirm the decision. If sufficient absent members participate through polling to make up a quorum, any action thus confirmed by a majority will be a valid act of the Board. The Chair shall conduct the poll and report the results to the entire board.

**5.12 Action by Vote.** Each Trustee shall have one vote, except Representative Trustees. When a quorum is present, a majority of votes properly cast by Trustees present shall decide any question, including election to an office of the Board unless otherwise provided by law, the Articles of Incorporation, or these Bylaws. Motions specifically proposed in the notice of the meeting may be voted on by written or electronic proxy as well as by members present and members polled after the meeting according to the procedure in Article V. Section 11. Prior to voting on important matters, an attempt will be made to reach a consensus.

**5.13 Action Without a Meeting.** Any action by the Board of Trustees may be taken without a meeting if a majority of the members of the Board consent to such an action by mail, telephone or electronic means. Such action as may be made on an interim basis shall be referred to the full Board of Trustees for ratification in a duly called meeting or by written or electronic consent.

**5.14 Conflict of Interest and Meeting Policy.** When a vote is to be taken by the Board, a Trustee may be challenged by another on a claim of conflict of interest. This challenge will take precedent over the matter at hand and be opened for discussion and

vote. A majority vote shall be binding. If conflict of interest is determined, the Trustee so challenged shall refrain from further discussion on the matter at hand and shall not vote on the single matter on which she or he was challenged.

**5.15 Executive Session.** The overriding policy of the Board shall be to conduct its affairs in an open manner to the maximum extent possible, consistent with the need for discussion of sensitive matters including, but not limited to, personnel, pending litigation, or negotiating positions. When such matters are before the Board, the Chair may declare an executive session, which will include only voting members of the Board.

**5.16 Compensation.** Trustees shall not receive any salary or fees for their services as such, but by resolution of the Board of Trustees they may be reimbursed for any expenses incurred in connection with services performed for the Corporation in their capacity as Trustees or otherwise. Additionally the Board of Trustees may at its discretion, contract for and pay to Trustees rendering special services to the Association special compensation appropriate to the value of such services.

**5.17 Exempt Activities.** Notwithstanding any other provision of these Bylaws, no member, Trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and regulations applicable thereto or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE VI

### Officers

**6.1 Elected and Appointed Officers.** The elected officers of the Board of Trustees shall be the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Secretary and the Treasurer. No two offices may be held by the same person at the same time. The Board of Trustees shall appoint the Clerk and may appoint an Assistant Treasurer and other officers as it shall deem advisable; appointees may, but need not, be members of the Board of Trustees. The term of elected and appointed officers shall be one fiscal year.

**6.2 Election.** Elected officers shall be elected by the Board of Trustees from among their number no later than at the first Board meeting of the fiscal year. At that meeting, the Board shall also appoint the Clerk and any other officers.

**6.3 Tenure.** Each elected officer shall hold office until the end of the fiscal year or until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

**6.4 Duties.** The duties of the officers shall be as follows:

(a) The Chair of the Board of Trustees shall serve as the president of the Corporation and shall preside at meetings of the members and the Trustees unless he or she appoints a facilitator; shall appoint the Chair and members of each committee except as provided in Article VIII; shall insure that the committees function effectively; and shall perform such other duties as are incidental to his or her office.

(b) The Vice Chair of the Board of Trustees shall serve as the vice-president, shall assist the Board Chair, and shall exercise all of the functions of the Chair of the Board of Trustees in the event of the latter's absence or inability to act.

(c) The Treasurer shall be responsible for overseeing the financial functions of the Corporation and shall keep or direct the maintenance of the books of account and other financial records of the Corporation. The Treasurer shall submit for the Board's consideration the proposed annual budget no later than the first Board meeting of the fiscal year.

(d) The Secretary shall keep minutes of all the meetings of the Board of Trustees and shall have other duties as may from time to time be assigned by the Board of Trustees.

(e) The Clerk of the Corporation shall have custody of, and shall affix and attest the Seal of the Corporation and shall have custody of the corporate records and proceedings of the Corporation, and shall be a resident of the State of Maine.

**6.5 Suspension or Removal.** An officer may be suspended or removed with or without cause by the affirmative vote of 70 percent of the Board of Trustees.

**6.6 Resignation.** An officer may resign by delivering her or his written resignation to the Board of Trustees. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

**6.7 Vacancies.** Vacancies in the offices of Vice Chair, Secretary, Treasurer, and Clerk occurring during the fiscal year shall be filled by vote the Board of Trustees. A vacancy in the office of Board Chair shall be filled by the incumbent Vice Chair until his or her successor is elected. If the Vice Chair declines to assume the office of Board Chair, the vacancy shall be filled by vote of the Board of Trustees.

**6.8 Absence.** In the event of absence or inability of any officer to act, the Board of Trustees may delegate the powers or duties of such officer to any other officer, Trustee or person whom it may select.

## ARTICLE VII

### Founders and Advisory Trustees

**7.1 Founders of the Corporation.** Founders are those persons who have played a special role in establishing or supporting the Association. For their philosophical support

and financial contribution they are appointed by the Board of Trustees in this honorary capacity but shall have no ongoing responsibility for the Association, decision-making authority, or liability for any debt, action, or obligation of the Association.

**7.2 Advisory Trustees.** The Board of Trustees may appoint any number of members of the Association as Advisory Trustees with terms from one to three years. Advisory Trustees shall not exercise the usual powers of the Trustees, but shall serve in an advisory capacity only. They shall have no liability for any debt, action, or obligation of the Association.

## **ARTICLE VIII**

### **Committees**

**8.1 Executive Committee.** The Board may appoint, by a majority vote of the whole Board, an Executive Committee consisting of three or more officers of the Board and other trustees as it deems appropriate. Unless otherwise expressly provided by law or by the Articles of Incorporation or by resolution of the Board, the Executive Committee may exercise all the powers of the Board, except the power to change the Bylaws; appoint or remove a member of the Board of Trustees, an officer, the Executive Committee or any other committee; or hire or discharge the Executive Director. All action by the Executive Committee shall be reported for ratification to the Board at its meeting that next succeeds such action.

**8.2 Governance Committee.** The Board shall appoint, by a majority vote of the whole Board, a Governance Committee consisting of at least three trustees; non-trustees may not be a member of the Governance Committee. The Governance Committee will nominate trustees for member election to the Board and for appointment by the Board to fill a vacancy. The Governance Committee shall advise the Board Chair on selection of committee chairs and committee members. The Governance Committee shall also have other duties as defined by the Board.

**8.3 Other Committees.** The Board by resolution may create other committees as from time to time the Board may deem necessary or advisable. Members of committees may be Trustees, Association members or others with an interest in and able to contribute to the work of a committee. If the committee in question is vested with a power or duty normally considered a primary duty of the Board of Trustees, all members of such committee must be a Trustee. Members of committees other than the Executive Committee and Governance Committee will be selected by the Chair of the Board in consultation with Governance Committee and the chairs of the respective committees. The term of membership on a committee shall be one fiscal year. Committee members may serve consecutive terms. Each committee shall have and may exercise such powers as the Board shall confer. All major action by each committee shall be reported for ratification to the Board at its meeting next succeeding such action. Association members may attend any committee meeting, except the Executive Committee and the Governance Committee, by invitation by the committee chairperson(s).

**8.4 Committee Chairs.** Unless otherwise provided by resolution of the Board, the Board Chair will appoint a chairperson for each committee for each fiscal year in consultation with the Governance Committee. The committee chair shall call and preside at all meetings of such committee. The Board may request at any time that the Board Chair reconsider the selection of any committee chairperson.

**8.5 Removal.** Any member of any committee may be removed from such committee, either with or without cause, at any time, by the Board Chair or a majority vote of the members of the Board of Trustees.

**8.6 Vacancies.** Any vacancy in any committee shall be filled in the manner prescribed herein for the original appointment of the members of such committee.

## ARTICLE IX

### Authority to Dispose of Funds or Property

Authority to make disposition of funds or property in accordance with the recitation of objects, purposes and powers contained in the Articles of Incorporation or in these Bylaws shall be in the Board of Trustees. Such authority may be delegated by an instrument in writing to such officer or officers, or committee or committees composed of members of the Board or the Chair or Vice Chair, as the Board deems desirable or convenient.

## ARTICLE X

### Liability

**10.1 Exculpation.** No member, Trustee (including Representative Trustee), Advisory Trustee, officer, employee, volunteer or Founder of the Association shall be liable for acts or defaults of any other member, Trustee, Advisory Trustee, officer or employee, for any loss sustained by the Association or any member thereof, or liability of the Association, unless the same has resulted from his or her own willful misconduct or gross negligence.

**10.2 Indemnification.** Every member, Trustee, Advisory Trustee, officer, employee, volunteer or Founder of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including attorneys' fees) actually and necessarily incurred by or imposed upon him or her in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature, by a third party, in which he or she may be involved as a party or otherwise by reason of his or her having been a member, Trustee, Advisory Trustee, officer, employee, or Founder of the Association whether or not he or she continues to be such at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he or she shall be finally adjudged to be liable for willful misconduct or gross negligence toward the Association in the performance of his or her duties, or in the absence of such final adjudication, any determination of such liability by the opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not



in limitation of all rights to which such persons may be entitled as a matter of law and shall inure to the benefit of the legal representatives of such persons.

Despite any provision of this Section 10.2 to the contrary, to the extent that a member, Trustee, officer, Founder, or employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.2 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith. The right to indemnification may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein she or he was successful on the merits or otherwise.

**10.3** 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 trustees in the manner provided in Section 10.4, upon receipt of an agreement made by or in behalf of the member, Trustee, officer, Founder or employee to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

**10.4** Any indemnification, unless ordered by a court or required by the Bylaws, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member, Trustee, officer, Founder, employee or agent is proper in the circumstances because she or he has met the applicable standard of conduct. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding or by independent legal counsel in a written opinion. Such a determination, once made by the Board of Trustees may not be revoked by the Board of Trustees, and upon the making of such determination by the Board of Trustees, the member, Trustee, director, officer, employee or agent may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Trustees.

## **ARTICLE XI**

### **Amendment**

The Bylaws may be altered, amended, or repealed by sixty-six percent of the Board of Trustees then in office, excepting Representative Trustees, voting in person, by telephone, by electronic means, or by proxy, provided that the substance of the proposed amendment was provided in the notice of the meeting. In order for Board changes to the Bylaws to remain in effect, the changes must be ratified by a majority vote of the Association members in the next annual election or any ballot conducted for that purpose sent to all members by mail or electronic means, following the normal election procedure in Article V. Except as stated below, if Bylaw changes are not ratified within one year of the change, the Bylaws shall revert to the pre-change form. Board Bylaw changes in Article V regarding nominations and elections and in this Article XI regarding Amendments must be ratified within 60 days by the members in order for the changes to remain in

effect. A petition proposing a Bylaw change signed by at least 50 members and delivered to the Association headquarters 45 days prior to the annual election shall be included in the ballot for a referendum vote by the members. Such member proposed amendments shall be adopted provided that a minimum of 100 members vote and seventy-five per cent (75%) of the members voting approve of the amendment. Members may suggest at any time that the Board consider specific Bylaw changes. The Articles of Incorporation may be amended by a vote of sixty-six percent of the Trustees then in office, excepting Representative Trustees, present at a meeting of the Board or by proxy, provided that the substance of the amendment was provided in the notice of the meeting.

## **ARTICLE XII**

### **Fiscal Year**

The fiscal year of the Association shall be set by the Board of Trustees.

## **ARTICLE XIII**

### **Audit and Annual Report**

The accounts of the Association shall be reviewed by an independent certified public accountant each year at the end of the fiscal year and an Annual Report prepared and presented to the members.

## **ARTICLE XIV**

### **Conduct of Meetings**

The conduct of a meeting shall be governed by Robert's Rules of Order as revised unless other procedures or rules are accepted by a majority present and voting at the meeting.