Amended and Restated Bylaws
MAINE ISLAND TRAIL ASSOCIATION
A Maine nonprofit corporation

ARTICLE I

Name, Location, Seal

1.1 Name. The name of this corporation is MAINE ISLAND TRAIL ASSOCIATION (hereinafter "Association" or "Corporation").

1.2 Trustees. The term “Trustees” shall mean the directors of the Corporation under the Maine Nonprofit Corporation Law, as amended (the “Nonprofit Corporation Law”), and the term “Board” shall mean the Board of Trustees.

1.3 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.

1.4 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 *advance a model of thoughtful use and volunteer stewardship of Maine’s wild islands, creating an inspiring recreational water trail that is 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 Trustees as Members. The Corporation shall have members, as defined in Section 404 of the Nonprofit Corporation Law. As stated in its Articles of Incorporation, the Corporation shall have “One class of members: directors are the members and each member has one vote.”

3.2 Public Members. The Corporation may from time to time use the term "members" to refer to volunteers, supporters and other persons associated with it who are not Trustees, but such persons shall not be "members" within the meaning of Section 404 of the Nonprofit Corporation Law. For the avoidance of doubt, members of the Board of Trustees shall be the only "members entitled to vote" for purposes of Section 604 and elsewhere in the Nonprofit Corporation Law requiring or providing for a vote of members. A vote of the Board of Trustees shall be a vote of the "members" for all purposes of the Nonprofit Corporation Law. From time to time, the Corporation may solicit the input of its public members, including with regard to the nomination and election of Trustees, which the Board will take into consideration in its deliberations on such matters.

3.3 Membership. The Association is committed to diversity, equity and inclusion in all that it does. Membership (here meaning public 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 Association by the payment of membership dues and who pledge to uphold the ethics of the Association.

ARTICLE IV

Board of Trustees

4.1 Powers. Subject to the provisions of the Nonprofit Corporation Law, Articles of Incorporation, and these Bylaws, Corporation's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

4.2 Trustees. The Trustees shall have the rights, powers, obligations, and functions as directors of a Maine Nonprofit Corporation under the Nonprofit Corporation Law and other 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. The Corporation may also have ex officio or honorary directors, who may attend meetings of the Board but who shall not be Trustees or statutory "members" for any purposes regarding votes or other actions of the Trustees or statutory members.

4.3 Election and Term of Office. All Trustees shall be elected by the Board, following nomination by the Governance Committee. A full Board term shall be three years, but may be reduced at the discretion of the Board. 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 elected by the Board to fill a vacancy, or upon other approval of the Board. A vacancy on the Board shall exist in the event that the actual number of Trustees is less than the authorized number for any reason. The Board shall establish the initial term of a Trustee who is first elected at a time other than the beginning of a fiscal year, and whether the initial term shall constitute one of the maximum three consecutive terms. In the event that, as a result of vacancies, the remaining number of Trustees would not constitute a quorum, new Trustees may be elected to fill vacancies by a majority of the remaining Trustees then holding office.

4.4 Resignations. Any Trustee may resign at any time by giving written notice to the Board Chair or to the Executive Director. 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.

4.5 Suspension or Removal. A Trustee may be suspended or removed at any time, with or without cause, by the affirmative vote of two-thirds of the remaining members of the Board of Trustees then in office.

4.6 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.

4.7 Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at such dates, times, and places as determined by the Board and shall occur not less than quarterly. Special Meetings of the Board may be called by the Chair at any time and place. Special Meetings may also be called by the Executive Director upon written or electronic request of any three Trustees. The Trustees calling a Special Meeting may choose to control the agenda. Board members may attend meetings by electronic means, provided that all attendees are able to hear each other, review relevant materials, and participate in discussions and votes during the meeting. The Executive Director and staff may attend meetings of the Board, except when in executive session or as otherwise directed at the discretion of the Board.

4.8 <u>Notice.</u> Notice of the meetings of the Board of Trustees shall be given with as much advance notice as is practicable, and 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, and attendance at a meeting shall constitute waiver of notice, unless the attendee specifically states that their attendance does not constitute waiver at the start of the meeting.

4.9 <u>Quorum.</u> Two-thirds of the Board of Trustees then holding office attending a meeting shall constitute a quorum. If less than a quorum is present, discussions and decisions on a matter may be deferred. Alternatively, 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, which decision must then be approved as if it were an action taken without a meeting (below).

4.10 <u>Action by Vote.</u> Provided that a quorum is present at the meeting, a majority of votes properly cast by Trustees present shall decide any question, including election of a Trustee to the Board or to an office of the Board and shall constitute the action of the Board, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws. Each Trustee shall have one vote. Prior to voting on important matters, an attempt will be made to reach a consensus. No Trustee may vote at any meeting by proxy. 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.

4.11 <u>Action Without a Meeting.</u> Any action by the Board of Trustees may be taken without a meeting if all 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 unanimous written or electronic consent.

4.12 <u>Conflict of Interest and Meeting Policy.</u> The Board shall adopt a policy that (a) requires Trustees, officers, and key employees to disclose any interest that constitutes or could result in a conflict of interest and (b) sets out procedures for reviewing and resolving such matters in accordance with law. When a vote is to be taken by the Board, a Trustee having a conflict of interest shall disclose the conflict and recuse themselves from discussion and vote regarding the matter.

4.13 <u>Executive Session.</u> The 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.

4.14 Compensation. Trustees shall not receive any salary or fees for their services, but by resolution of the Board of Trustees they may be reimbursed for expenses incurred in connection with services performed for the Corporation in their capacity as Trustees. Additionally, the Board of Trustees may at its discretion, contract for and pay to Trustees rendering special services to the Corporation compensation appropriate to the value of such services, consistent with IRS rules and guidelines regarding conflicted transactions of nonprofit corporations.

4.15 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 V

Officers

5.1 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 may appoint other officers as it shall deem advisable. Officers shall be members of the Board of Trustees. The term of elected and appointed officers shall be one fiscal year.

5.2 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 may also appoint other officers, describing their titles and authority.

5.3 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.

5.4 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 of each committee subject to approval by the Board except as provided in Article VI; 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.

5.5 Suspension or Removal. An officer may be suspended or removed with or without cause by the affirmative vote of two-thirds of the Board of Trustees then in office.

5.6 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.

5.7 Vacancies. Vacancies in the offices of Vice Chair, Secretary, or Treasurer occurring during the fiscal year shall be filled by vote of 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.

5.8 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.

5.9 Executive Director. The Executive Director shall be the general manager and chief executive officer of the Corporation and shall be responsible for the day-to-day management of the Corporation's activities and affairs, and execution of the business of the Corporation. The Executive Director shall have such other powers and duties as the Board, the Executive Committee, or these Bylaws may prescribe. The Executive Director shall not be a Trustee. Unless otherwise directed by the Board or relevant Board Committee, or unless the Board determines to meet in an executive session, the Executive Director may attend all Board and Board Committee meetings, but shall not be a member entitled to vote.

ARTICLE VI

Committees

6.1 Executive Committee. The Board may by action of the Board create an Executive Committee consisting of three or more officers of the Board and other Trustees as it deems appropriate. Except as otherwise 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 a member of any other committee; or hire or discharge the Executive Director. The Board shall adopt a written description of the scope of authority and duties of the Executive Committee, which shall include an annual performance review and salary review of the Executive Director. The Board may by action of the Board revoke or modify any or all of the authority delegated to the Executive Committee or any other Board Committee. The Executive Committee may adopt policies regarding gifts, grants, banking, investments, contracting, and dealing with properties of the Corporation, and such other matters as they may determine. All such policies shall be provided to the Board annually for review and ratification. The Executive Director, members of staff and other non-Trustees may attend meetings as requested by the Committee chair and may provide advice and support, but shall not be voting members of the Committee.

6.2 Governance Committee. The Board may by action of the Board create a Governance Committee consisting of at least three Trustees; non-Trustees may attend meetings as requested and may provide advice and support but shall not be voting members of the Governance Committee. The Governance Committee will nominate potential Trustees for 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.

6.3 Finance Committee. The Board may by action of the Board create a Finance Committee consisting of the Treasurer and at least two other Trustees; non-trustees may attend meetings as requested and may provide advice and support but shall not be voting members of the Finance Committee. The Finance Committee shall report to the Board and is responsible for reviewing the financial affairs of the Association and reporting its recommendations to the Board, including overseeing the preparation of and recommendation regarding the annual budget. The Finance Committee shall oversee the Association's investment funds as delegated by the Board.

6.4 Other Committees; Advisory Committees. The Board may by action of the Board create other committees as from time to time the Board may deem necessary or advisable. The Board resolution creating a committee shall include a statement of purpose and an articulated scope of authority of the committee. If the committee in question is vested with a power or duty normally considered a primary duty of the Board of Trustees (a "Board Committee"), all members of such committee must be Trustees. Members of other committees ("Advisory Committees") may be Trustees, staff members, association members or others with an interest in and able to contribute to the work of a committee. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but shall make recommendations to the Board or Board Committees and may implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

6.5 Committee Membership: Members of committees other than the Executive Committee will be selected by the Executive Committee in consultation with the Governance Committee, the Executive Director, and the chairs of the respective committees. The members of the Executive Committee will be selected by the Board Chair who shall act as the chairperson of the Executive Committee. The term of membership on a committee shall be one fiscal year. Committee members may serve consecutive terms.

6.6 Committees Generally. Each committee shall have and may exercise such powers as the Board shall confer. All major action by each committee shall be recorded and reported to the Board for approval. The Board may by action of the Board revoke or modify any or all of the authorities delegated to the Executive Committee, the Governance Committee, the Finance Committee, or any other Board Committee.

6.7 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 and subject to approval of the Board. 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.

6.8 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 by action of the Board of Trustees.

6.9 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 VII

Liability, Indemnity, and Insurance

7.1 Exculpation. No Trustee, officer or employee shall be liable for any loss sustained by the Corporation or for any liability of the Corporation to a third party, unless the same has resulted from his or her own willful misconduct or gross negligence.

7.2 Indemnification against claims of third parties. Every Trustee, officer, or employee, of the Association shall be indemnified by the Association to the fullest extent permitted by applicable law 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 Trustee, officer, or employee, 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 heirs or legal representatives of such persons.

7.3 Right to indemnification if successful. Despite any provision of this Article VII to the contrary, to the extent that a Trustee, officer, 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 7.2 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.

7.4 Board Determination. 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 Trustee, officer, or employee 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 Trustee, officer, or employee may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Trustees.

7.5 Advancement of Expenses. Expenses incurred by a person claiming indemnification 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, upon receipt of an agreement made by or in behalf of the member, Trustee, officer, Founder or employee to repay such amount, should it ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

7.6 Right to contest adverse determination. Notwithstanding a determination by counsel under Section 7.2 or a determination by the Board under Section 7.4 that the person asserting a claim is not entitled to be indemnified, he or she may nonetheless contest the determination and assert a claim for indemnification on the basis that he or she has in fact met the applicable standard, and in any such proceeding the counsel or Board determination shall not be conclusive.

7.7 Insurance. The Corporation shall have the right to purchase and maintain insurance on behalf of any Trustee, officer or employee, and on behalf of volunteers or other Association members with regard to their actions involving the Corporation and its activities, against any liability asserted against or incurred by the person in such capacity or arising out of the person’s status as such, whether or not Corporation would have the power to indemnify the person against such liability under this Section 7. The Corporation shall purchase and maintain directors' and officers' insurance with such coverage and in such amounts as may be determined by the Executive Committee.

ARTICLE VIII

RECORDS AND FINANCIAL MATTERS

8.1 Records: Inspection by Trustees. Every Trustee shall have the right at any reasonable time to inspect Corporation's books, records, documents, and physical properties. The inspection may be made in person or by the Trustee's agent or attorney. The right of inspection includes the right to copy and make extracts.

8.2 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 Board.

8.3 Fiscal Year. The fiscal year of Corporation shall be set by the Board of Trustees.

ARTICLE IX

AMENDMENT

9.1 Amendment. Except as otherwise provided by law, these Bylaws may be amended or repealed and new bylaws adopted by approval of two-thirds of the Trustees then in office, acting as the statutory members of the Corporation.[1]

[Amended and restated] on: July 10, 2026

[1] https://legislature.maine.gov/statutes/13-b/title13-Bsec601.html