

**BYLAWS
OF
SEBASTICOOK REGIONAL LAND TRUST**

Adopted July 17, 2010
Amended and Restated October 28, 2011
Amended November 1, 2014

**ARTICLE 1
Name**

The name of the organization shall be SEBASTICOOK REGIONAL LAND TRUST (Hereinafter “the Corporation”).

**ARTICLE 2
Purpose & Scope**

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 recognize and conserve the significant ecological, economic, cultural, recreational, and educational values of the Sebasticook River Watershed.

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.

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.

**ARTICLE 3
Underlying Principles**

The Members and Directors will adhere to the following Underlying Principles in conducting the activities and affairs of the organization:

- We recognize that the Sebasticook River Watershed is a unique and significant resource, a combination of wild and working lands that is rich in biodiversity, scenic beauty, and economic value, which greatly enhances the quality of life of local people.

- We recognize the tremendous opportunities that exist within this target area to:

- protect the economic value of working farms and forests;
 - safeguard traditional access (for hiking, hunting, fishing, and boating);
 - create innovative, nature-based recreational and educational activities;
 - conserve a largely undeveloped landscape; and
 - provide a statewide model of how all these opportunities can be pursued simultaneously, so that they build upon and strengthen each other.
- We further recognize that this precious resource is at risk, particularly if we let the future take its own course without stepping in to shape it. Thus, we are committed to action and to working deliberately and strategically to craft a sustainable future for this area.
- In doing so, we are committed to an open process where local landowners and other stakeholders together shape the agenda for action.
- We are also committed to helping landowners identify and evaluate different options for land use and land stewardship, so that they may be able to manage their property in the best manner possible.
- We are committed to a working landscape that supports farming and forestry. We recognize that well-managed farmland and woodland can enhance both the local economy and the natural environment.
- We are committed to permanent protection of land that is particularly sensitive ecologically or that is critical for wildlife habitat or recreational access. For this reason, we will at times seek to acquire land or easements. But in doing so, we will always respect a landowner's rights, and will only attempt to purchase property from willing persons.
- We are committed to active collaboration with various organizations and government entities in order to realize our goals. We recognize that there is much work to be done. We are eager to partner with any group that shares our vision.
- We are committed to celebrating the wonder, beauty, and diversity of the Sebasticook River Watershed, and doing so in a way that connects local people to each other, the resources, and the cultural heritage that has shaped and been shaped by it.

ARTICLE 4

Members

Section 1. Classes

The Corporation shall have two classes of membership:

- a. "Life Members:" Life Members shall be those individuals: (A) who donate or have donated a conservation easement to the Corporation (or to Sebasticook River Watershed Association prior to its merger into the Corporation), including individuals who made such a donation as trustees of a grantor trust, or (B) designated on a list of Life Members provided by the Sebasticook River Watershed Association at the time of the merger between the Sebasticook River Watershed

Association and the Corporation. Life Members shall remain Life Members of the Corporation for the rest of their lives without the further payment of dues. There shall be no other Life Members of the Corporation.

b. “Members:” All individuals qualifying under the Articles and Bylaws of the Corporation, except Life Members as defined in 5.a.1 above, shall be the Members of the Corporation.

c. “Voting Rights:” Life Members and Members shall have equal voting rights.

Section 2. Eligibility

Membership is open to any individual or entity who subscribes to the purpose and underlying principles of the Corporation and pays dues as set by the Board of Directors.

Section 3. Powers

Each Member shall be entitled to one vote in questions submitted to the Members. Powers reserved to the Members include election and removal of certain directors and amendment of bylaws. Other powers that may be exercised by Member initiative are outlined within these bylaws.

Section 4. Dues

The annual dues of the Corporation shall be determined by the Board of Directors. The Membership Secretary and Treasurer shall coordinate the task of notification and collection of membership dues.

Section 5. Withdrawal, Expulsion and Expiration of Membership

Any Member may withdraw at any time by delivering notice of withdrawal in writing 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.

ARTICLE 5 Board of Directors

Section 1. Number and Type

The Board of Directors shall be comprised of a minimum of five (5) and a maximum of twenty-one (21) Directors. There shall be two classes of Directors, each possessing equal rights and responsibilities, but selected through different processes. “Class 1” Directors shall be elected by the Members; whereas “Class 2” Directors shall be elected by the Board of Directors. No fewer than sixty percent (60%) of the Directors shall be Class 1 Directors.

Section 2. Composition

To as great an extent as practicable, but without setting any specific quotas, the Board of Directors shall be composed of individuals representing a diverse array of skills and interests, including local governments, residents, commercial forestland owners, commercial farm owners, recreational users, educators, scientists, land protection experts, conservation organizations, state or federal conservation agencies, Soil and Water Conservation Districts and the Unity Barn Raisers, and other local environmental or community organizations.

Section 3. Powers

The Board of Directors shall have ultimate responsibility for the Corporation. It shall oversee the affairs of the Corporation and perform such other duties as prescribed in these bylaws. 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.

The Board of Directors shall set broad policies and chart a direction for the Corporation, within the framework allowed by the Corporation's purpose, as outlined in Articles 2 and 3.

The Board of Directors may hire an Executive Director or other staff to support the work of the Corporation. The Board may also enter into agreements with other organizations for the sharing or supervision of staff.

Section 4. Nominations & Elections Process

Elections to fill vacancies on the Board of Directors shall occur at the Annual Meeting of the Members or the Annual Meeting of the Directors, depending on the Class to which the departing Director belonged. The Chair shall appoint a Nominating Committee comprised of at least three members, of which at least two shall be current Directors. The Nominating Committee shall conduct two separate nominating processes: one for Class 1 Directors (which will result in a ballot being mailed to all Members); and another for Class 2 Directors (which will result in a recommendation to the Board).

Section 5. Terms

A Director's elected term of office shall begin and end at the Annual Meeting of the Directors. Directors shall serve until their terms expire unless they resign or are removed. Generally, Directors will be elected to three-year terms. Directors may not serve more than three consecutive three-year terms. However, a Director who is initially elected to the board to fill a one-year or two-year term may be subsequently elected to serve three full three-year terms. A Director who steps down from the Board after serving the maximum allowable amount may be elected again after a break of at least one year.

Section 6. Vacancies

The Board of Directors may appoint a successor to fill any vacancy on the Board that occurs before the scheduled termination date. Any successor shall serve until the next Annual Meeting of the Members (if the departing Director was a Class 1 Director) or until the next Annual Meeting of the Directors (if the departing Director was a Class 2 Director), and not beyond, unless re-elected following the usual process.

Section 7. Removal

Any 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 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 8. Resignations

Any Director or Officer may resign at any time by giving written notice to the Chair. 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 9. Compensation

Directors shall serve without compensation, but may, by resolution of the Board, be reimbursed for expenses actually and reasonably incurred in the discharge of the organization's business.

ARTICLE 6 Officers and Executive Committee

Section 1. Officers

The Board of Directors shall elect from its members the following officers: Chair, Vice-Chair, Treasurer, Membership Secretary and Recording Secretary. The Board may develop specific duties and responsibilities of these officers beyond any included in these bylaws.

Section 2. Executive Committee

If the Board of Directors is larger than 13 persons, there shall be a separate Executive Committee. The Executive Committee shall be comprised of between 5 and 9 Directors, as determined by the Board. It shall include the five officers plus the necessary number of

additional Directors, as elected by the Board. The Executive Committee may exercise all of the powers of the Board of Directors except to: (a) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (b) elect Officers, Directors and Executive Committee members in accordance with other provisions of these Bylaws; and (c) amend, repeal, or act contrary to any resolution of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report them to the Board of Directors. The Chair or any two members of the Executive Committee may call meetings of the Committee. Seven days written notice as to the time and place of meetings shall be given to each member of the Executive Committee. Any member may waive written notice of meetings in which case verbal notice shall suffice.

Section 3. Elections

Officers and any other members of the Executive Committee shall be elected annually at the Annual Meeting of the Directors, after all annual elections for Directors have been conducted.

Section 4. Vacancies

The Board of Directors may appoint a successor to fill any vacancy in an office or on the Executive Committee that occurs before the scheduled expiration date. Any successor shall serve until the next Annual Meeting of the Directors, and not beyond, unless re-elected following the usual process.

ARTICLE 7 Meetings

Section 1. Meetings of Members

An Annual Meeting of all Members shall be held at a date, time, and location set by the Board of Directors. A Special Meeting of all Members may be called at any time by either the Chair or a written petition of at least 25% of all Members. Notice of the Annual Meeting and any Special Meeting shall be **mailed** to all Members at least 10 days before that meeting. At any meeting of the Members, ten Members present in person or by conference call shall constitute a quorum, except when a larger quorum is required by law.

Section 2. Meetings of Board of Directors and Executive Committee

The Board of Directors shall meet no less frequently than quarterly, including an Annual Meeting of the Directors, regardless of whether an Executive Committee has been created or not. All meetings of the Board of Directors and Executive Committee will be open to any Member of the organization, although the Board or Executive Committee may call an Executive Session to discuss confidential matters such as personnel decisions and litigation. The quorum for conducting business at either a Board of Directors meeting or Executive Committee meeting shall be at least 50% of sitting members. When a quorum is present at any meeting, a majority of the votes by those present shall decide any question, unless specified otherwise in these bylaws. Wherever possible, any Board of Directors or Executive Committee meeting should be

scheduled at least thirty (30) days in advance, and the date, time, and place of such meetings should be made known to any Member who requests notification.

Section 3. Conference Call Meetings.

Any meetings may be held in whole or in part by conference call if all participants can simultaneously hear one another. Meetings by email or web forum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

Section 4. 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 or 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, facsimile, internet posting, or electronic mail.

ARTICLE 8 Other Committees

Section 1. Creation of Committees

The Board of Directors may create whatever other committees it sees fit to carry out the work of the Corporation.

Section 2. Committee Membership

The Board of Directors may appoint whomever it so chooses to serve on committees, including Directors, Members who are not Directors, and persons who are not Members; provided, however, that such committees shall be chaired by a Director of the Corporation. The Board may review the composition of a committee and make whatever modifications it sees fit at any time it so desires.

ARTICLE 9 Rules of Order

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt. 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 matter in question shall constitute the waiver of any procedural objection.

ARTICLE 10

Financial Affairs

Section 1. Fiscal Year.

The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of December.

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 executed by either the Treasurer, the Chair, 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 three thousand dollars (\$3,000) shall be executed by any two of the Chair, Treasurer, or the Executive Director.

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 Chair, Vice-Chair, 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 11

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 12

Dissolution

The Corporation shall 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. If possible, all assets shall be distributed to another organization operating within the same region and working to realize similar goals.

ARTICLE 13

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).

ARTICLE 14

Amendment of Bylaws

The Members may amend the Corporation's bylaws. They may consider such changes at the request of either the Board of Directors or a written petition signed by at least 25% of the Members. Proposed changes may be offered by mail, or at any Annual Meeting or Special Meeting where a written motion to this effect is circulated with the official meeting notice. Where an amendment is offered by mail, Members shall be given a minimum of 10 days after materials are mailed to return their ballot. All amendments require an affirmative vote of at least two-thirds of all Member votes received.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing amended and restated bylaws were duly adopted on Oct. 28, 2011 by Sebasticook Regional Land Trust (formerly Friends of Unity Wetlands) by a vote of the Members held in compliance with its Articles of Incorporation and Bylaws.

Date: 11-15-11
E.D. Bessey III, Secretary

I, the undersigned, do hereby certify that the above and foregoing bylaws were duly amended on November 1, 2014 by the Sebasticook Regional Land Trust at its Annual Meeting, by a vote of the Members held in compliance with its Articles of Incorporation and Bylaws.

Date:

Tom Aversa, Secretary