

**BYLAWS
OF
SEBASTICOOK REGIONAL LAND TRUST**

Adopted July 17, 2010

Amended and Restated October 28, 2011

Amended November 1, 2014

Amended [pending vote of approval by members November 16, 2023 Annual Meeting]

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 State of Maine, MRS Title 13-B., Maine Nonprofit Corporation Act and 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, MRS Title 13-B., Maine Nonprofit Corporation Act 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 in the State of Maine 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;
- Protect and Restore native flora and fauna
 - 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 proactive 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 communities, 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 sustainably 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. Members

Members include all individuals qualifying under the Articles and Bylaws of the Corporation. All 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 Treasurer or an employee or agent tasked to carry out the daily business of the Corporation 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. Such withdrawal shall be effective upon notice 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 (hereinafter, the Board) shall be comprised of a minimum of three (3) and a maximum of twenty-one (21) Directors. There shall be one class of Directors.

Section 2. Composition

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

Section 3. Powers

The Board 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 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 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 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

Anyone eligible for membership to the corporation is eligible for nomination to the Board. An exception would be that only one person of a cohabitating couple is allowed to serve at the same time. Any member of the Corporation or the Board may nominate and participate in the election process. Nomination and appointments to fill vacancies on the Board shall be made as needed by the Board throughout the year. Any vacancy may be filled by an affirmative vote of a majority of the remaining directors. At the Annual Meeting of members, the Chair will set aside a portion of the meeting for the specific purpose of formally electing appointments made by the Board since the previous annual meeting, as well as for putting forth further nominations for election to the Board at such meeting.

Written notice stating the place, day and hour of the annual meeting shall be delivered either personally, by mail, or by electronic transmission not less than 10 days before the date of the meeting, by or at the direction of the officers or persons calling the meeting, to members entitled to vote at the meeting. Those individuals appointed or nominated to the Board will be placed on a ballot and sent to all members either personally, by mail, or by electronic transmission with the notice for this meeting.

Participation at meetings shall be either in person or by electronic communication. A vote conducted by electronic transmission has the same effect as an in-person vote or a vote by proxy. Members of the Board and committees may participate in any meeting of such Board or committee by means of electronic transmission and shall constitute presence in person at such meeting.

Section 5. Terms

Directors will be elected to a three-year term. 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 may not serve more than three consecutive three-year terms. However, a Director who is initially elected to the board to fill a vacancy may be subsequently elected to serve three full three-year terms. A Director who is termed-out from the Board after serving the maximum allowable terms, may be elected again after a break of one year. Extenuating circumstances may require suspension of the need to step down if an adequate number of Director's is not elected to oversee the affairs of the Corporation and perform other

duties as prescribed in these bylaws. In the case of such an extenuating circumstance, the extension of a term beyond three consecutive three-year terms will be reviewed at six months following the annual meeting and reviewed again in advance of the subsequent slate of directors to be presented to the membership.

Section 6. Vacancies

The Board 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 Directors.

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, has been or would be detrimental to the best interests of the Corporation. Said removal shall occur only at a Meeting of the Board, 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 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 financial 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 Employees

Section 1. Officers

The Board of Directors shall elect from its members the following officers: Chair, Vice-Chair, Treasurer, and 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 is larger than 13 persons, they may form a separate Executive Committee to conduct the daily business of the corporation. The Executive Committee shall be comprised of between 3

and 5 members selected by the Board, at least two of which are elected Board members. The Executive Committee may exercise all of the powers of the Board 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. If formed, the Executive Committee shall keep regular minutes of its proceedings and report them to the Board on a monthly basis. The Chair or their designated representative will attend scheduled meetings of the Executive Committee. 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. There is no term limit for person(s) serving on the Executive Committee. The Board has sole discretion to remove any person from the Executive Committee for cause.

Section 3. Contract Employees

Daily operations may be accomplished by a contract employee, or employees, as determined necessary and financially feasible by the Board. A person or persons employed to work in this capacity are authorized to complete financial transactions and other business authorized by the Board. A person utilized in this capacity will submit an application to and be selected by the Board. Vacancies will be announced through any recognized form of electronic media or news organization and may be filled as determined necessary by the Board. Any person(s) filling this position shall attend all Board meetings. Monthly updates of work accomplished and pending shall be provide to the Board Chair or their designee. Pay, travel expenses and benefits will be set by the Board.

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. 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 or emailed to all Members at least 10 days but not more than 50 days before that meeting. At any meeting of the Members, ten Members present in person or by electronic transmission shall constitute a quorum, except when a larger quorum is required by law.

Section 2. Meetings of Board of Directors

The Board shall meet no less frequently than quarterly, including an Annual Meeting of the Directors. All meetings of the Board will be open to any Member of the organization, although the Board 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 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 meeting should be scheduled at least thirty (30) days in advance, and the date, time, and place of such meeting should be made known to any Member who requests notification. Any meetings may be held in whole or in part by electronic transmission if all participants can simultaneously hear one another. Meetings by email are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

Section 3. Board Action without a Meeting.

Any action which might be taken at a meeting of the Board may also be taken without a meeting if (a) all Directors are notified in writing or by electronic transmission prior to the action taken, (b) three quarters (75%) of the total number of Directors provide written consents to the action to be taken at any time before the intended effective date of such action, and (c) the Secretary, or their designee, receives no written objection to such action from a Director, within seventy-two (72) hours of the notification to the Directors. Such notifications, consents, and objections shall be filed with the minutes of the next Board 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 may create whatever other committees it sees fit to carry out the work of the Corporation.

Section 2. Committee Membership

The Board may appoint whomever it so chooses to serve on committees, including Directors, Members who are not Directors, and persons who are not members. All committees shall be chaired or co-chaired by a Director of the Corporation or a staff person on an interim basis. 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 may resolve any procedural matter by the affirmative vote of a majority of Directors present in person or by electronic transmission. 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. All checks and expenditures issued by the Corporation shall be executed by either the Treasurer, the Chair, the Secretary, or an employee employed to carry out the daily business of the Corporation 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 aforementioned.

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 Secretary on behalf of the Corporation, or as stated by specific resolution of the Board.

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. Such authority may be general or confined to specific instances. In accordance with Maine Revised Statute 13-B §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 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 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, 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, 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 or a written petition signed by at least 25% of the Members. Proposed changes may be offered by mail or electronic transmission, 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 or electronic transmission, Members shall be given a minimum of 10 days after materials are transmitted 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 xxxxxx, 2023 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: xx-xx-xxxx
xxxxx, Secretary

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

Date:

xxxxxxxxxx, Secretary