

Bylaws of the Friends of Baxter State Park Adopted April 12, 2014

Draft: Proposed changes for October 2020

ARTICLE I. ARTICLES OF INCORPORATION

The name of this Corporation shall be as set forth in the Articles of Incorporation. These Bylaws, the powers of this Corporation and of the Incorporators, Directors, and Officers, and all matters concerning the conduct and regulation of the affairs of this Corporation shall be subject to the Articles of Incorporation in effect from time to time. The principal place of business of this Corporation shall be located in such a place in the state of Maine as the Board of Directors shall from time to time determine.

ARTICLE II. PURPOSE

The purpose of this charitable/educational Corporation shall be to help preserve, support and enhance the wilderness character of Baxter State Park, in the spirit of its founder, Governor Percival Baxter. This Corporation shall be organized and operated solely for charitable, benevolent, and educational purposes.

ARTICLE III. MEMBERSHIP

Section 1. MEMBERS. There shall be both individual and corporate/organizational members of this Corporation.

Section 2. ELIGIBILITY. Any person, including an individual, trust, estate, partnership, association, municipality, company, or corporation that supports the goals of this Corporation and makes a contribution in cash or in kind in keeping with the policies of this corporation shall become a member of this Corporation.

Section 3. ENROLLMENT. Membership shall be recorded in the books of this Corporation maintained for that purpose, together with a record of the amounts of donations.

Section 4. DUTIES AND PRIVILEGES. Members in good standing are entitled to all the benefits and privileges associated with their membership. Each member in good standing shall

be entitled to one vote, which must be cast in person. Only members in good standing are entitled to vote at meetings of this Corporation, or to serve as officers or directors.

Section 5. DUES. The Board of Directors shall establish dues for one or more membership categories from time to time. The membership of any member shall terminate at the end of the period for which said member has made an appropriate contribution.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. POWER AND QUALIFICATIONS

A. Membership. The general management of the affairs of this Corporation shall be vested in a Board of Directors, hereinafter "Board", consisting of no fewer than nine (9) persons and no more than fifteen (15) persons.

B. Powers. Except as otherwise limited by the provisions of these Bylaws and the Articles of Incorporation, the Board shall have and may exercise all of the power allowed to non-profit corporations under the laws of the State of Maine; may establish such rules and policies as are necessary and convenient for the proper operation of this Corporation; shall have and may exercise full power and authority over all aspects of the business and affairs of this Corporation; and shall be solely responsible for the proper governance, management, control and operation thereof. The Board may delegate any part of such power to any officer, employee or to any committee of the Board provided: however, that no such assignment, referral, or delegation of authority by the Board shall preclude the Board from exercising its authority, and that the Board shall at all times retain the right to rescind any such delegation of authority.

Section 2. ELECTION.

A. Initial Election of Incorporators. Directors shall be initially elected by the Incorporators at the organizational meeting of this Corporation. The Directors so elected shall serve until the first meeting of the Members.

B. Election at First Meeting of Members. At the first meeting of the Members, five (5) Directors shall be elected for a three-year term, five (5) Directors shall be elected for a two-year term, and five (5) Directors shall be elected for a one-year term.

C. Subsequent Elections. Subsequent to the first meeting of the Members, all Directors shall be elected for a three-year term.

Section 3. TERM OF OFFICE. All appointments to the Board shall be for a term of three years. Members of the Board of Directors may serve additional three-year terms in accordance with policies adopted by the Board. ~~Except as set forth above, each Director shall serve for a term of three years. A Director may serve unlimited and consecutive three-year terms.~~

Section 4. RESIGNATION. Any Director may resign at any time by giving notice of such resignation in writing to the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Secretary.

Section 5. REMOVAL. Any Director may be removed by a two-thirds vote of the Directors for conduct detrimental to the Corporation, or lack of sympathy with its purposes, or for refusal to render reasonable assistance in carrying out its purposes. Any director proposed to be removed shall be entitled to five (5) days notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. In all cases, the removal of Directors from office shall only be in accordance with applicable provisions of law, the Articles of Incorporation, and these Bylaws.

Section 6. VACANCIES. The Directors may elect a new Director to fill any vacancy among the Directors to serve for the unexpired term of office. A vacancy shall be declared to exist in the event of the death, incapacity, resignation, or removal of any Director.

ARTICLE V. MEETINGS OF THE MEMBERS

Section 1. ANNUAL MEETING. The Annual Meeting of the Corporation shall be held on such day in April of each year, or on such other date, and at such place and time as the Board may determine. The purpose of the Annual Meeting shall be to receive annual reports of the operations and financial condition of the Corporation, to elect Directors and to transact any other business that may properly come before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the President, the Board, or by petition in writing filed with the Secretary signed by not fewer than twenty-five Members or ten percent of the enrolled membership, whichever is less. No business may be transacted at any special meeting that is not specified in the notice of meeting.

Section 3. NOTICE. At least seven (7) days written notice shall be given of all meetings of the Members stating the date, time and place of such meeting and the purpose or purposes for which the meeting is called.

Section 4. VOTING. At any meeting of the Members, twenty Members or five percent of the total membership at the close of the last fiscal year, whichever is less, shall constitute a

quorum. In the absence of a quorum, the Members then present shall have the power to adjourn from time to time until a quorum appears. Each Member shall have one vote. There shall be no voting of proxies at any meeting of the Members.

Section 5. ELECTRONIC PARTICIPATION IN MEETINGS. Members may participate in a meetings by means of conference call or similar communications technology that permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. MEETINGS OF THE BOARD OF DIRECTORS

The Board shall hold an annual meeting immediately following the annual meeting of the Members. Regular meetings of the Board shall be at such place and time as the Board may from time to time determine.

Section 2. NOTICE. Each Director shall receive reasonable written notice of any regularly scheduled meeting of the Board. Forty-eight (48) hours notice of any special meeting shall be given each Director stating the purpose for which the special meeting is called.

Section 3. QUORUM AND VOTING. A majority of the Directors then serving shall constitute a quorum at all meetings of the Board. When a quorum is present, voting at any meeting shall be by vote of a majority of members of the Board present. If a quorum is not present, the Directors then present may adjourn the meeting, without notice other than the announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business that might properly have been transacted at the meeting as originally notified may properly be transacted.

Section 4. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors sign written consents setting forth the action to be taken at any time before the intended effective date of such action. Such consents shall be filed with the minutes of the meeting of the Board, and shall have the same effect as a unanimous vote.

Section 5. TELEPHONIC PARTICIPATION IN MEETINGS. Members of the Board may participate in a meeting of the Board by means of conference telephone call or similar communications equipment that permits all persons participating in the meeting to hear each

other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 6. CONDUCT OF MEETINGS. The Board shall decide what rules will govern the conduct of its meetings.

Section 7. WAIVER OF NOTICE. Whenever any written notice is required to be given by these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 8. VOTING. Each Director shall be entitled to one vote on any matters before the Board and only those present may vote. There shall be neither cumulative voting nor voting by proxies at meetings of the Board.

Section 9. ADDITIONAL ADVISORS. The Board or the President may invite additional individuals with expertise in pertinent areas to meet with and advise the Board. Such advisors shall not vote nor be counted in determining the existence of a quorum, and may be excluded from any executive session of the Board by a majority vote of the Directors then present.

ARTICLE VII. OFFICERS

Section 1. ENUMERATION. The officers of this Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may from time to time be determined by the Members.

Section 2. ELECTION AND TERM. The Directors, at their annual meeting held immediately following the Annual Meeting of the Members or a special meeting held in lieu thereof, shall elect all officers to hold office for a term of one (1) year or until their successors are elected. The Directors shall also designate membership of the Executive Committee.

Section 3. POWERS. The Officers shall have the powers and perform the duties customarily belonging to their respective offices or assigned to them by the Members or Directors, including the powers and duties listed below:

A. President. The President shall preside at all meetings of the Board at which the President is present. The President shall sign for this Corporation all documents that the President is required to sign by law or by specific authorization of the Board of Directors, including deeds of conveyance, major corporate documents, and agreements or formal instruments that require and have received the specific authorization and approval of the Board. The President shall have the power to appoint all committees that are responsible to

the President. The President shall be an ex-officio non-voting member of all committees of this Corporation. The President may serve as Executive Officer of this Corporation.

B. Vice-President. The Vice-President shall work with and cooperate with the President as the President may request from time to time, and shall act in place of and for the President in the event of the President's absence.

C. Secretary. The Secretary shall keep records of all meetings of the Board and make a report thereon, and shall issue calls and notices of meetings. The Secretary shall serve as Clerk when the law requires.

D. Treasurer. The Treasurer shall be in charge of all monies, funds, and securities of the Corporation, and shall cause to be rendered to the Members and Board at the annual meeting and whenever else so requested by them an accurate account of all sums received and disbursed during the preceding fiscal year or other relevant time period as well as all sums and funds that are not expended.

Section 4. RESIGNATION. Any Officer may resign at any time by giving written notice of such resignation to the Secretary. Such resignation shall take effect at the time such notice is received or at any later time specified in such notice, and unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. REMOVAL. When in the judgment of the Directors, the best interests of this Corporation will be served thereby, any Officer may be removed from office either with or without cause by a majority vote of the Directors (other than such officer). Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

Section 6. VACANCIES. A vacancy in any office may be filled by a majority vote of the Directors.

ARTICLE VIII. COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Board may establish an Executive Committee of the Board of Directors comprised of the President, and such other Directors and Officers as determined by the Board who shall serve at its pleasure. The Executive Committee shall have such powers, duties, and procedures as determined from time to time by vote of the Board, including the power to bind the Corporation without further vote or ratification of the Board. The Executive Committee shall report to the Board at such times and in such manner as determined by the Board.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall be responsible for identifying, contacting, vetting and orienting new members for the Board as may from time to time be required to fill vacancies.

Section 3. OTHER STANDING AND AD HOC COMMITTEES. The Board also may appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. The Chair shall be a voting member ex officio of each committee appointed by the Board.

~~A. The Membership Committee shall propose the membership categories to the membership, do membership cultivation, recruitment, and retention and be sure the membership records are accurately kept.~~

~~B. The Publications/Public Relations Committee shall provide a regular newsletter, coordinate the actual publication and dissemination of educational and other materials, and seek ways to keep our work before the public through the website, social media and other means.~~

~~C. The Finance Committee shall prepare the budget, and provide support and counsel for the Treasurer.~~

~~D. The Development Committee shall develop and coordinate all fundraising activities and cultivate broad long-term and short-term support for the organization.~~

~~E. The Member Activities Committee shall develop programs and activities within and outside the Park which encourage our Members and others to learn about and enjoy Baxter State Park.~~

~~F. The Policy Committee shall monitor activities within and outside Baxter State Park which may have an impact on the Park, and draft and present responses from the Corporation which clearly state the Corporation's position on such activities. This committee shall also coordinate limited advocacy activities allowable to a 501(C)(3) that may from time to time be necessary to further the Corporation's mission.~~

~~G. The Nominating Committee shall be responsible for identifying, contacting, vetting and orienting new members for the Board as may from time to time be required to fill vacancies.~~

~~**Section 3. Special or Ad Hoc Committees.** The Board may from time to time establish special or ad hoc committees. The President shall complete by appointment all special and ad hoc committees, designating the chairperson of each, as soon as practicable after the meeting at which such committee is established.~~

ARTICLE IX COMPENSATION

No Director shall receive compensation for services as a Director or Officer of this Corporation. Directors and Officers may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE X. INDEMNIFICATION

Section 1. AUTHORITY TO INDEMNIFY. This Corporation shall to the extent legally permissible indemnify each of its Directors, Officers, employees or agents (and the heirs, executors, and administrators of such Directors, Officers, employees, or agents) against all expenses or liabilities reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, in which said Director, Officer, employee, or agent may be involved by reason of being or having been a Director, Officer, employee, or agent of this Corporation, or of serving or having served at the request of this Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

Section 2. SCOPE OF INDEMNIFICATION. The expenses and liabilities for which a Director, Officer, employee, or agent may be indemnified shall include, but shall not be limited to, judgments, fines, court costs, and attorney's fees, and the cost of reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such Director, Officer, employee or agent, shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that the action complained of was in the best interests of this Corporation or with respect to any criminal action or proceeding, shall be finally adjudged to have had reasonable cause to believe that said conduct was unlawful. In the event that such a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had, but only if the Board of Directors shall have been furnished with an opinion of counsel for this Corporation and that such Director, Officer, employee, or agent appears to have acted in good faith in the reasonable belief that said action was in the best interests of this Corporation, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer, or other corporate personnel may be entitled as a matter of law.

Section 3. INSURANCE. This Corporation shall have the power to purchase and maintain on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of this Corporation as a Director, Officer, employee, or

agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person in such capacity, whether or not this Corporation would have the power to indemnify such person against such liability under the applicable provisions of these Bylaws.

ARTICLE XI. CONFLICT OF INTEREST

Any existing or potential conflict of interest on the part of any Director shall be disclosed by the Director to the Board at the earliest possible meeting of the Board after the conflict of interest becomes known to the Director, and shall be made a matter of record through such annual reporting and certification procedure as the Board shall require. Any Director having an existing or potential conflict of interest to any matter that is the subject of action by the Board may be counted in determining the quorum for the meeting at which the matter is considered, but shall not vote on the matter. The minutes of the meeting shall reflect the fact that a disclosure was made, the substance of such disclosure, the existence of a quorum, and the abstention from voting by the Director involved. The foregoing requirements shall not be construed to prevent any such Director from briefly stating a position and interest in the matter, or from answering pertinent questions of other Directors. For the purpose of these Articles, and all Corporation rules, regulations, and policies promulgated in furtherance thereof, "conflict of interest" shall be defined to mean the existence of a state of facts in which the financial interest of a Director, any member of the Director's immediate family, any business or professional associate, or any business organization with which the Director is connected may be furthered or benefited, directly or indirectly, as a result of a contract or other transaction with or involving this Corporation or any department, division, or unit thereof.

ARTICLE XII. GENERAL.

Section 1. CORPORATE SEAL. The Corporate Seal shall be in a form determined from time to time by the Board of Directors.

Section 2. FISCAL YEAR. The fiscal year of this Corporation shall begin on the first day of January and end on the 31st day of December, unless otherwise determined by the Board.

ARTICLE XIII. AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed only with the approval of the Members, as expressed by a majority vote of the Members at an Annual or Special Meeting of the Members.

ARTICLE XIV. PROHIBITION AGAINST PRIVATE GAIN

(These are required for 501(c)(3) status)

Section 1. INSIDER TRANSACTIONS. No Officer or Director, or any person who is related to an Officer or Director by blood, marriage, or otherwise shall receive any direct or indirect pay, compensation, or benefit from this corporation. No private benefit shall pass to any such person or to any organization or entity controlled by any such person. Notwithstanding the foregoing, this corporation may reimburse the reasonable expenses necessarily incurred in the business of this Corporation by a person thereunto duly authorized, and shall not prohibit the employment of persons, including members, to perform duties for the corporation and to receive compensation therefor upon proper authorization by the Board. No transfer, exchange, encumbrance, or other alienation of any real or personal property of this Corporation shall be conducted in such a manner that it fails to meet the applicable requirements of the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder for a corporation qualifying as an exempt organization under section 501(c)(3) thereof.

Section 2. DISSOLUTION. In the event of the dissolution of this Corporation, no part of its assets may inure to the benefit of any Officer or Director. Any party succeeding to the title or interest of this Corporation in any property shall be required to conform to those restrictions or limitations of use applicable thereto, shall administer such property in a manner compatible with the purposes of this Corporation, and must qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.