

This draft of the Bylaws is based on the Bylaws in effect on July 25, 2011. The Board of Directors has approved amendments as indicated herein at its 27 September 11 Meeting, and is hereby providing notice to the members (per Article III, Section 1). All new text concerning substantial revisions is indicated by underlining the text; deleted text is indicated by (delete: "....text..."). A note to clarify a revision is enclosed in { }. This is the first comprehensive amendment of the Bylaws since the establishment of the Land Trust in 1986, so many amendments were recommended by the Land Trust attorney and the Board. To simplify the members' review, insubstantial typographical corrections are not indicated, but if any member wishes to see such corrections they will be provided upon request. If you wish to provide comment, please send a **written comment** via postal mail to the Land Trust or via email to scottd@coastalmountains.org. The Board of Directors will be informed of and consider all comments provided. Thank you for your attention to this important matter.

Coastal Mountains Land Trust Bylaws

Article I. Name, Purpose, and Location

The name of this Corporation is Coastal Mountains Land Trust. Its corporate purposes shall be as specified in Schedule A of the Articles of Incorporation, a copy of which is hereto annexed. As a means of expressing its corporate purposes, the mission statement of Coastal Mountains Land Trust is as follows: We permanently conserve land to benefit the natural and human communities of western Penobscot Bay.

Its principal place of business shall be located at Camden, Maine, and the office of its Registered Agent shall be in Camden, Maine. Said Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

Article II. Membership

Section 1. Qualifications.

All persons and entities such as a business or another organization who support the purposes of the organization may become members upon payment of dues in an amount established from time to time by the Board of Directors. The membership of any member whose dues are more than one year in arrears shall be terminated.

Each person or entity who is recorded as a current member in the membership roll of the Corporation shall have one vote at the Annual Meeting of the Corporation.

Section 2. Annual Meeting of the Corporation.

The Annual Meeting of the Corporation shall be held annually, at a time and place determined by the Board of Directors or the President, for the purpose of electing Directors and transacting any other business which may properly come before the meeting.

Section 3. Special Meetings.

Special meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than 20 members of the Corporation entitled to vote and filed with the Secretary. At such special meetings no business shall be transacted which is not specified in the notice of the meeting.

Section 4. Voting.

At any meeting of the members of the Corporation, 20 members present in person shall constitute a quorum for the transaction of business. In the event no quorum is present, the

members present shall have the power to adjourn from time to time until such quorum appears. There shall be no vote by proxy. (deleted: "Each member shall have one vote." {see Section 1 above}) A simple majority of members present and voting shall prevail on all issues, except as otherwise provided in the Maine Non-Profit Corporation Act or these Bylaws or Articles of Incorporation.

Section 5. Rights and Privileges.

The privilege of membership may be revoked at any time, with or without cause, by the Board of Directors, which has the right to approve all members. Removal of a member of the Corporation requires affirmative vote by two-thirds of the whole Board of Directors.

Members of the Corporation vote to elect Directors, but do not vote on amendments to the Articles of Incorporation nor on fundamental changes in the Corporation.

Members of the Corporation vote to remove Directors, with or without cause, at a special meeting called for that purpose, by affirmative vote of two-thirds of the whole membership. (deleted: "Voting by mail is allowed for this purpose.")

Section 6. Notice.

Not fewer than 10 days prior to each meeting, notice shall be mailed to all members setting forth the date, time, and place of such meeting and indicating the nature of the business to be transacted.

Article III. Board of Directors

Section 1. General Powers.

The property, affairs, and activities of the Corporation shall be managed by a Board of Directors which shall have and may exercise all of 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. Said powers shall include amendment of the Bylaws of the Corporation, provided that the Members of the Corporation shall be given notice of any proposed amendment through publication in the newsletter and on the website of the Corporation prior to the vote by the Board of Directors. Said advance notice shall provide one-hundred-and-fifty days for Members of the Corporation to comment to the Board of Directors concerning proposed amendments.

Section 2. Election.

Members of the Board of Directors shall be elected by the members at the Annual Meeting of the Corporation.

Section 3. Size.

The Board of Directors shall consist of no fewer than five nor more than twenty-one persons.

Section 4. Term of Office.

The term of office for Board members shall be three years. Directors shall serve until their successors are elected and qualified, but this provision shall not be interpreted to prevent the resignation of a Director before the completion of his or her term. Directors shall be elected to staggered terms such that approximately one-third of the Board terms expire in any year.

Directors may serve a maximum of three successive three-year terms (deleted: "counting from 1992" {no longer relevant}) plus any partial term to which they are appointed or elected to fill a vacancy. A one-year absence from the Board is required before a Director who has served the maximum time can be reelected.

Section 5. Nomination Process.

All board nominations to be voted upon at the Annual Meeting of the Corporation are made by the Board of Directors. Members of the Corporation may suggest names of potential candidates to the Board of Directors for its consideration. (deleted: "The deadline for such suggestions is thirty days prior to the Annual Meeting.") The slate nominated by the Board of Directors is voted on as a unit by the membership at the Annual Meeting of the Corporation. Nominations from the floor are not accepted.

Section 6. Board Vacancies.

In case of a vacancy on the board, the remaining Directors may elect a new Director to serve (deleted: "for the remainder of the vacant term") until the next Annual Meeting of the Corporation.

Section 7. Removal.

Removal of a Director may be recommended, for cause, by affirmative vote of two-thirds of the remaining Directors. Following such vote the Corporation may bring action in court to remove such Director from office, as provided by the Maine Non-Profit Corporation Act.

At a special meeting of members called expressly for that purpose, the entire Board of Directors, or any Director, may be removed, with or without cause, by affirmative vote of two-thirds of the members of the Corporation eligible to vote. For the purpose of this vote, voting by mail is authorized.

Section 8. Call and Notice.

The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more Directors. The Secretary shall give reasonable notice to each Director of the time, place and date for each meeting.

Section 9. Annual Meeting.

The Annual Meeting of Directors shall be held at the same place and date as the next regularly scheduled meeting of the Directors occurring after the date of the Annual Meeting of the Corporation. (deleted: "and shall follow that meeting")

Section 10. Quorum.

A quorum, the minimum number of Directors that must be present to conduct business, shall consist of one-half of the current Directors. At least a quorum must be present to hold a vote at any Board meeting.

Section 11. Voting Majority.

(deleted: "Except on major issues") A simple majority of Directors present and voting shall prevail, save that no action will be taken without the affirmative vote of at least three Directors, except that the following action requires affirmative vote by two-thirds of the whole Board of Directors:

- a) votes to recommend removal of a Director or to remove an officer or a member of the Corporation; and
- b) votes to amend the Bylaws of the Corporation.

Section 12. Unanimous Action by Board of Directors without a Meeting.

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

Section 13. Proxies.

No proxies shall be authorized.

Section 14. Voting by Telephone or Internet Conference Call

Directors unable to be present at the site of a board meeting may participate in the discussion and roll call vote on motions presented at the meeting via a conference call conducted through telephone or internet services.

Article IV. Officers and Committees

Section 1. Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, except that the Board may from time to time elect such other officers as it deems necessary. More than one office may be held by the same person, but there shall not be less than two persons serving as officers at the same time. All officers shall be Directors, and shall be elected by the Board of Directors at the Annual Meeting of the Directors, or whenever a vacancy occurs. All officers shall serve until their successors are elected and qualified, but this provision shall not be interpreted to prevent the resignation of an officer before the completion of his or her term.

Section 2. Term.

The term of office is one year, ending at the next Annual Meeting. There is no limit on the number of successive terms, other than the time limit which applies to all Directors.

Section 3. Powers and Duties.

a) President.

It shall be the duty of the President to preside at all meetings of the Board of Directors and of the Corporation, at the direction of the Board to appoint all committee chairpersons, and to call special meetings of the Board of Directors whenever he or she deems it necessary.

b) Vice President.

The Vice President shall perform the duties of the Vice President and the duties of the President in the event of the latter's absence, resignation, or inability to perform his or her duties.

c) Secretary.

The Secretary shall (delete: "keep") oversee the keeping of records at the offices of the Corporation of policies adopted by the Board of Directors, minutes of the proceedings of the Corporation, meetings of the Board of Directors, meetings of any committees authorized to act for the Board of Directors, (deleted: "The Secretary shall keep at his or her registered office or principal office in Maine a record") and a list of the names and addresses of Corporation members entitled to vote. The Secretary shall oversee appointment of the Executive Director as the Registered Agent of the Corporation unless the Board shall determine otherwise. The Secretary is empowered to act in place of and for the President in the event both the President and the Vice President are unable to perform the presidential duties by reason of absence, resignation, or incapacity.

d) Treasurer.

The Treasurer shall oversee the keeping of accurate and complete books and records of accounts of corporate financial affairs and shall have charge of the funds of the organization. (delete: "If Directors shall require it, the Treasurer shall give bond with sufficient sureties for the faithful performance of the Treasurer's duties in such amount as shall be fixed by the Board of Directors.")

Section 4. Executive Committee.

The Board of Directors may elect an Executive Committee consisting of the officers. The Executive Director shall be an ex officio member of the Executive Committee. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board except any which have been expressly reserved by Board resolution.

The (delete: "Secretary") President shall give reasonable notice to each member of the Executive Committee of the time, date and place for each meeting, or shall appoint the Executive Director to do so.

Section 5. Committees.

The Board of Directors may create such other committees as it deems necessary to implement the purposes of the Corporation. The Board may authorize committees to exercise any powers of the Board and shall determine what the role of the Executive Director will be on each committee.

Section 6. Removal of Officers.

An officer elected by the Board of Directors may be removed by affirmative vote of two-thirds of the whole Board of Directors whenever, in their judgment, the best interests of the Corporation will be served thereby.

Article V. Financial Affairs.

Section 1. Fiscal Year.

The fiscal year of the Corporation shall end on March 31 of each year.

Section 2. Required Signatures.

The funds of the Corporation shall be deposited in one or more banks as designated by the Board of Directors. Documents to be executed by the Corporation, such as deeds, mortgages, leases, promissory notes, or other like instruments, not including checks and debit card receipts, shall be executed by the President or, in his or her absence, any of the other three officers as identified in Article IV Section 3, on behalf of the Corporation. All checks issued by the Corporation shall be executed by the Executive Director and/or such other officers as the Board may from time to time designate to act singly or in concert.

Article VI. Protection of Officers and Directors.

Section 1. Limitation of Liability.

No Director shall be liable to this Corporation except for his/her own acts, neglects and defaults in bad faith. No Directors shall be liable out of their personal assets for any obligation or liability incurred by this Corporation or by the Directors. 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.

Members of the board of Directors and officers of the Corporation shall be indemnified by the Corporation against losses, costs, damages, expenses, and charges reasonably incurred or suffered by them in connection with the defense or reasonable settlement of any action, suit, or proceeding to which they may be a party by reason of having been a member of the Board of Directors or an officer of the Corporation, except in case of willful or criminal misconduct by said Director or officer in the performance of the duties of Director or officer of the Corporation.

The above indemnification shall apply whether or not said Director or officer continues to be a member of the Board of Directors or an officer of the Corporation at the time of incurring or suffering such losses, costs, damages, expenses or charges.

The foregoing right of indemnification shall not be exclusive of other rights or remedies to which present or former members of the Board of Directors of officers of the Corporation may, as a matter of law, be entitled.

Article VII. Amendment of Bylaws.

These Bylaws may be amended by vote of a majority of members present and voting at any Annual or special Meeting of the Corporation, provided that due notice of the proposed changes is given in the call of such meeting.

Article VIII. Prohibition Against Private Gain.

No officer or Director shall receive any pay, compensation or benefit from the Corporation, directly or indirectly, for performing the duties of an officer or Director. No member of the Corporation shall receive any pay, compensation or benefit from the Corporation for being a member. This Article shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any officer or Director duly authorized, and also shall not prohibit the employment of persons, including members, to perform duties for the Corporation and to receive compensation therefor, upon proper authorization of the Board of Directors.

Article IX. Dissolution.

In the event the Corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, Director, or member, and all the assets of the Corporation shall be distributed to some other corporation or group with similar aims to those of this Corporation and which qualifies under the terms of Section 501(c)(3) of the United States Internal Revenue Code, as amended.