

# **SHEEPSCOT VALLEY CONSERVATION ASSOCIATION, INC.**

## **BYLAWS**

Amended 9/26/98  
Amended 9/16/2010

### **ARTICLE I – NAME**

The name of this corporation is “Sheepscot Valley Conservation Association, Inc.”.

### **ARTICLE II – PURPOSES**

The purposes of said corporation are:

- I. To solicit, receive and administer property and funds for the promotion and advancement of conservation, educational, scientific and literary purposes relating to the area comprising the Sheepscot River Watershed in Lincoln, Waldo, Kennebec and Knox Counties in the State of Maine, and more specifically to protect and enhance through the practice of ecological principles in the corporate area the natural character, the environmental amenities and the physiography necessary to preserve a quality of environment for the prosperity of life through
  - A. The preservation of open space;
  - B. The conservation of wildlife, plant life, geological, scenic and historical resources;
  - C. The elimination or control of all forms of environmental pollution such as air and water contamination, objectionable and excessive noise and destructive alterations of the landscape;
  - D. The planning and development of facilities consistent with accepted conservation standards to improve the opportunities to enjoy and appreciate the natural environment of the area;
  - E. The formulation and practice of land management principles consonant with these purposes;
  - F. The coordination and harmonizing of public and private programs having similar, related or potentially compatible purposes.

### **ARTICLE III – BOARD OF DIRECTORS**

- A. The governing body of the corporation shall be a board numbering at least five but no more than fifteen directors, chosen for their dedication to conservation causes as well as for their aptitudes for governing. They shall be selected in number and elected by majority vote of the membership in good standing at the Annual meeting. Each director shall hold office for one year and there are no prohibitions against re-election. A quorum shall be a majority of the Board of Directors.
- B. The Board of Directors shall meet as often as it considers necessary to transact the business of the Corporation. Board meetings may be called by the President, by the Vice-President, or by any two directors. The Secretary shall notify the directors whenever requested to call such a meeting. Notice shall be provided to each Director at least three (3) days before each meeting. Sufficient notice may be in writing mailed postage prepaid and addressed to each director at such director’s usual place of business or abode, or delivered by hand, by electronic mail, or in person at the previous meeting.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise specified in the notice, any and all business may be transacted at any meeting of the Board. Unless provided otherwise in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The President, and in his or her absence the Vice-President, shall preside at all meetings of the Board of Directors. In the event of the absence of both, any other director elected by the members of the Board of Directors may preside at said meeting.

C. The Board may permit any or all directors to participate in board meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The manner of each director's participation shall be noted in the minutes.

D. Any action that 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 proposed action, (b) at least three quarters (75%) of the total number of directors or of the committee members send 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 meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this Article III, Section D shall be deemed a "custom of the Corporation known generally to its members."

E. Any Director may resign at any time by giving written notice to the President, or if the President wishes to resign, to the Secretary. 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.

F. A Director or Officer may be removed with or without cause, 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 may occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested directors present in person. Any provision in Robert's Rules of Order Newly Revised concerning the removal of a director or officer shall not apply. Notwithstanding the foregoing, a director shall be automatically removed if s/he has been adjudged mentally incompetent in a court of law.

#### ARTICLE IV – OFFICERS

Officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, all to be elected by and from the Board of Directors. A member may serve in two offices concurrently. All officers shall be chosen by majority vote and shall hold office for one year. They shall perform the duties customarily associated with their respective offices. There are no prohibitions against re-election.

#### ARTICLE V – VACANCIES

Vacancies caused by any condition among the officers and Board of Directors shall be filled for the unexpired term by majority vote of the directors. If the Board elected at the Annual Meeting has less than fifteen members, the board shall have the right to appoint new board members to fill the vacant positions until the next Annual Meeting.

#### ARTICLE VI – ANNUAL, REGULAR AND SPECIAL MEETINGS

The annual meeting, and any regular meetings of the members of the Corporation shall be held on a day or days designated by the Board of Directors who shall provide at least seven days' written notice.

Special meetings of the members of the Corporation may be called by a majority of the Board of Directors or, in the event of a refusal or inability of the same to call a special meeting, upon the written request of ten or more members in good standing, delivered to the Secretary. The person or persons requesting the special meeting shall fix the location, date and time thereof, although such location, date and time shall be reasonable and convenient for the other members and directors. The Secretary shall provide at least seven day's written notice of the special meeting.

At any meeting of the members of the Corporation, a quorum for the transaction of business shall consist of a majority of the members or at least fifteen members, whichever is less.

#### ARTICLE VII – MEMBERSHIP

There shall be as many membership classifications as deemed advisable by the Board of Directors.

Any member may resign at any time by delivering notice of resignation 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 removed with or without cause, 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 may occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested directors present in person. Any provision in Robert's Rules of Order Newly Revised concerning the removal of a member shall not apply. In the event that 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 VIII – MEMBERSHIP PRIVILEGES

Each member may participate fully and shall have one vote in annual, regular and special meetings of the membership. Meetings of the Board of Directors shall be open to every member of the Corporation, but without vote. The Directors may by majority vote meet in executive session, from which members shall be excluded. Minutes of meetings of the Directors shall be shared with Members, upon request, although Members may be required to maintain the confidentiality of such minutes

## ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “*Roberts Rules of Order Newly Revised*” shall govern the corporation in all cases where they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

## ARTICLE X – FINANCIAL REPORTING

The Treasurer shall report periodically on the financial status of the Corporation. Each fiscal year the financial records of the Corporation may be subjected to inspection by an independent Certified Public Accountant. The Board of Directors may determine the appropriate level of inspection.

## ARTICLE XI – EXECUTION OF INSTRUMENTS

All deeds, mortgages, leases, contracts, notes, and other legal instruments to which the corporation is a signatory party, except checks for the payment of money, shall be approved by a majority vote of the Board of Directors and signed by the President on behalf of the corporation unless another officer is thereunto specially authorized by the Board of Directors.

## ARTICLE XII – EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director who shall be a member of the organization. The Executive Director shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as technical advisor to the Board and its committees and shall attend Board meetings but shall not be a Director and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms and duties of all other employees and consultants, in consultation with the Board of Directors.

## ARTICLE XIII – COMMITTEES

A. Those directors who are officers, as well as the immediate former President (provided that s/he remains a director), are designated as and shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall not have any decision-making authority, except as expressly authorized by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may not authorize the Executive Committee to perform any of the following actions: (a) amend or repeal the Articles of Incorporation or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt the Corporation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on any actions taken. Any member 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 officer. Any officer may waive written notice of meetings in which case verbal notice shall suffice. A majority of the members of the Executive Committee present in person shall constitute a quorum permitting the transaction of business at such meetings. In the absence of a quorum, a meeting may adjourn until a quorum can be present.

B. The Board of Directors may, from time to time and for terms as they may see fit, establish committees other than the Executive Committee, as necessary for the smooth functioning of the Corporation. Committees shall not have any decision-making authority, except as expressly authorized by the Board of Directors. The President shall appoint committee members from among the members of the Board of Directors, members of the Corporation and non-members. Such committees shall be chaired by a Director of the Corporation. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committees shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee present in person shall be the act of the committee. Committees shall submit reports to the Board of Directors on any actions taken.

#### ARTICLE XIV – AMENDMENTS

These bylaws may be amended at any meeting of the membership of the Corporation. There shall be thirty days' notice in writing to the membership of the proposed amendment. Such action shall require majority vote of the membership present and voting.