

FRIENDS OF MERRYMEETING BAY BYLAWS

PREAMBLE: Inasmuch as Merrymeeting Bay is the largest freshwater tidal estuary on the East Coast of the United States, drains an area of thousands of square miles and serves as a resting and feeding grounds for many breeds of waterfowl and is home to many anadromous fish; and inasmuch as it provides opportunities for sport fishing and boating and tranquil vistas from the surrounding shores and hills; for these reasons the Friends of Merrymeeting Bay are incorporated for the purpose of protecting, preserving, and improving Merrymeeting Bay.

ARTICLE I

The purposes of the FRIENDS OF MERRYMEETING BAY are:

- A. To perform all acts appropriate to a non-profit, scientific, literary and educational corporation dedicated to the preservation, protection, and improvement of the ecosystems of the Merrymeeting Bay area and its watershed and tributaries to the extent of the tidal waters, bounded on the south by Thorne Head.
- B. To protect, preserve and enhance the aesthetic, recreational, historical, scenic, ecological and compatible commercial values of Merrymeeting Bay through the acquisition of property rights, including but not limited to easements and fee simple ownership; and management of these property rights.
- C. To conduct studies, surveys, and scientific research related to the environmental conditions of the Merrymeeting Bay area, publish the results and conclusions derived therefrom and recommend management and conservation policies.
- D. To promote, encourage and provide for the exchange of ideas between the groups which have an interest in the Merrymeeting Bay area.
- E. Either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations or firms, associations, trusts, institutions, foundations, or Governmental bureaus, departments, or agencies, to do any or all activities which may be necessary, useful, desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, including among other things:
 - 1. To provide advice, support, credit, funds, capital, gifts, and all other forms of assistance, financial and otherwise.
 - 2. To voluntarily furnish management, administrative and other advice, support,

training, and assistance to any organization in order to enable them to provide needed educational and scientific assistance.

3. To obtain information and conduct research, studies, surveys, and analysis, prepare and publish reports as to any and all matters that may be of use in furthering the understanding of the natural community and functions of the Merrymeeting Bay area, including information, research, studies, analysis, and reports relating thereto.

4. To voluntarily aid, support and assist, by gifts, contributions, contracts, and other lawful means of assistance in organizing, creating, acquiring, obtaining financing for the operation of related organizations interested in protecting the Merrymeeting Bay area.

5. To apply for, acquire and administer grants whose purposes are in support of the preservation, protection and improvement of Merrymeeting Bay.

F. In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority:

1. To receive and administer funds and contributions received by gift, deeds, bequest, or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell, or otherwise dispose of any money, securities, property, rights, or services so acquired for the purposes above mentioned.

2. To borrow money and to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, and other corporate obligations for money borrowed or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation.

3. To invest or reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal, or mixed, tangible or intangible, all as the Corporation's Steering Committee shall deem advisable, and as may be permitted by law.

4. To do all such other acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by this Certificate of Incorporation or the by-laws of the Corporation.

5. To have all the powers that may be conferred upon charitable corporations formed under the Laws of the State of Maine governing Corporations Without Capital Stock.
6. The powers of the organization shall be vested in and exercised by the members, each member having a single vote.

G. All of the foregoing purposes and powers and all other purposes and powers in which the Corporation is permitted to engage in by its Certificate of Incorporation shall be exclusively for such public charitable and educational purposes as are within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as it is currently and shall hereafter be in force and effect.

1. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in 501 (c) 3 or corresponding provisions of any subsequent tax laws.
2. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, officer 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.
3. The Corporation shall not engage in propaganda or otherwise attempt to influence legislation [except as otherwise provided by IRC §501 (H)]. The Corporation will not participate in, or intervene in by any means, including the publication or distribution of statements, any political campaign on behalf of any candidates for public office.
4. In any taxable year in which the Corporation is a private foundation described in the IRC §509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC and the Corporation shall not (a) engage in any act of self-dealing as described in IRC §4941(d), retain any excess business holdings as defined in IRC 4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945 (d) or corresponding provisions of any subsequent Federal tax laws.
5. If for any reason it becomes necessary to dissolve this Corporation any property remaining after payment of the just debts of the Corporation shall be transferred to such other Corporation, association, trust fund or foundation of a like nature exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or similar provision of any future applicable federal income tax law) as the members by majority vote shall determine, to be administered and used in such a manner as will

best accomplish the general purpose for which this Corporation was organized.

H. All of the foregoing purposes and powers and all other purposes and powers in which the Corporation is permitted to engage in by its Certificate of Incorporation shall be exclusively for such public charitable and educational purposes as are within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986 as it is currently and shall hereafter be in force and effect.

ARTICLE II

Membership and Meetings of Members:

A. Any individual may be a member if s/he has an interest in the Merrymeeting Bay area upon payment of annual dues. The dues for each category of membership shall be set by the Steering Committee and may be changed at the discretion of the Steering Committee. Membership shall be effective for the twelve months following payment of the annual dues.

B. Any group may be a member if s/he has an interest in the Merrymeeting Bay area upon payment of annual dues. The dues for each category of membership shall be set by the Steering Committee and may be changed at the discretion of the Steering Committee. Membership shall be effective for the twelve months following payment of the annual dues.

C. The Steering Committee may grant such honorary memberships as it deems appropriate for the benefit of the organization.

D. The annual meeting of the members of the Corporation shall be held in the fall of each year, in such a place within the Merrymeeting Bay area and at such an hour as may have been determined and designated by the Steering Committee, or in the event of their failure to make such determination and designation, by the Secretary. At such meeting any member may offer nominations from the floor. Such meeting may be adjourned from time to time until its business is completed.

E. Special meetings of the members may be called at any time by the Chairman or by vote of three members of the Steering Committee, and shall be called upon written request of at least ten members addressed to the Secretary and stating the object of such a meeting.

F. The officers and Steering Committee shall make all reasonable efforts to notify the membership of both special and annual meetings.

G. At all meetings of the members, except as may be otherwise provided by law, there shall be present in person either five per cent of the members or twenty-five members, whichever is less, in order to constitute a quorum, but any less number may adjourn a meeting from time to time until a quorum shall be present. At all meetings of the members, each member, in both membership

classes, present in person shall be entitled to one vote; and the act of a majority of the members present and voting at such a meeting shall be the act of the members.

ARTICLE III

Steering Committee and Meetings of the Steering Committee:

A. NUMBER AND QUALIFICATION: there shall be a Steering Committee consisting of nine members. Steering Committee members shall be members in good standing of Friends of Merrymeeting Bay.

B. POWERS: the Steering Committee shall have general power

1. To acquire, sell and convey, both conditionally and unconditionally, all lands, buildings, and any and all other property and property rights which they deem necessary or beneficial to the business of the Corporation.
2. To call a meeting of the members whenever they deem it necessary by giving notice thereof as required by these by-laws.
3. To make rules and regulations not inconsistent with these by-laws for the guidance of the officers and management of the Corporation.
4. To exercise all the powers of the membership in the times between annual or special meetings of the members.

C. DUTIES: Steering Committee members shall

1. Actively participate in at least one Friends of Merrymeeting Bay committee or area of focus.
2. Be encouraged to contribute financially to the organization as generously as they would contribute to other favorite organizations.
3. Regularly attend Steering Committee meetings. Absence without prior notification from three consecutive meetings shall constitute a resignation and the position be considered vacant, unless for good cause shown.

D. ELECTIONS AND TERM VACANCIES: The term of the members of the Steering Committee shall be for one year or from annual meeting to annual meeting. The members of the

Steering Committee shall be elected by the members at the annual meeting of the Corporation. A Nominating Committee shall present nominations to the membership at the annual meeting. Nominations may also be taken from the floor. The Nominating Committee shall consist of members appointed by the Chairman with the advise and consent of the Steering Committee.

Any vacancy in the Steering Committee that may occur by death, resignation, or otherwise, in the interim between annual meetings, may be filled for the unexpired term by vote of a majority of the remaining Steering Committee members at any meeting of the Committee, or by vote at any meeting of the members.

E. COMMITTEES AND AGENTS: The Steering Committee may appoint such committees, including but not limited to an executive committee, agents and officers, other than the Chairman, Vice Chairman, Treasurer and Secretary/Clerk, and may confer upon or delegate to them such powers not inconsistent with law or express provisions of these by-laws as they may deem necessary or advisable, and shall have the power to remove them at pleasure.

F. QUORUM: Five members of the Steering Committee shall constitute a quorum for the transaction of business, but any less number may adjourn a meeting from time to time until a quorum shall be present.

G. PLACE OF MEETING: Meetings of the Steering Committee may be held at such place or places as may be designated in the notice of the meeting.

H. NOTICE OF MEETING: Notice of any meeting of the Steering Committee shall be sufficient if served personally, if given by telephone or telegraph, or if placed in the mails with postage prepaid addressed to each committee member at his last known address, at least five days before the meeting or if specified in the minutes of the previous meeting. Any meeting of the Steering Committee shall be deemed validly held and no notice thereof shall be required in the event that all committee members shall sign a waiver of notice thereof, either before or after the meeting, which notice shall be lodged with the records of such meeting.

ARTICLE IV

Officers:

A. DESIGNATION OF OFFICERS: The officers of the Corporation shall consist of a Chairman, Vice Chairman, Treasurer, and Secretary/Clerk, all of whom shall be Steering Committee members, and such other officers as the Steering Committee may appoint. Any two offices may be held by the same person.

B. ELECTION AND TERM OF OFFICE: The officers shall be elected by the members at the annual meeting. All of the officers herein named shall hold office for one year and until their successors have been elected and qualified, except in the event of resignation or disqualification.

C. POWERS AND DUTIES OF THE CHAIRMAN: The Chairman shall preside at all meetings of the Steering Committee and of the members; and in general shall perform all duties incident to the office of the President and such duties as the Steering Committee shall from time to time prescribe.

D. POWERS AND DUTIES OF THE VICE CHAIRMAN: In the absence of the Chairman, the Vice Chairman shall preside at meetings of the Steering Committee and of the members; and in general shall perform all duties incident to the office of Vice-Chairman and such duties as the Steering Committee shall from time to time prescribe.

E. POWERS AND DUTIES OF THE SECRETARY/CLERK: The Secretary/Clerk shall keep a record of all meetings of the Corporation and members, shall perform all duties incident to the office of Secretary/Clerk as prescribed by law or by these By-laws, and shall also be Secretary of the Steering Committee.

F. POWERS AND DUTIES OF THE TREASURER: The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank, banks, or trust companies as the Steering Committee may from time to time designate. He shall sign checks, drafts, notes and, subject to Article VI, shall execute, in the name of the Corporation, deeds, mortgages, contracts, and other instruments, unless the Steering Committee shall otherwise determine; provided, however, that any promissory note of the Corporation must be signed by the Chairman or by at least three members of the Steering Committee. The Treasurer shall, at any meeting of the members of the Steering Committee, upon request, present a full statement of the finances of the Corporation, and shall perform such other duties as may from time to time be assigned to him by the Steering Committee.

G. BOND: The Steering Committee may at any time request any officer of the Corporation to give security to the Corporation for the faithful performance of his duties in such a sum and with such surety as the Corporation may require.

H. VACANCIES: Any vacancy occurring among the officers and employees of the Corporation may be filled by the Steering Committee for the unexpired balance of any term in such office or position.

ARTICLE V

Contracts:

The Steering Committee may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or to execute under the Corporate Seal or otherwise and to deliver any instrument, any such authority may be general or confined to

specific instances; and unless so authorized, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or in any amount.

ARTICLE VI

Fiscal Year:

The fiscal year of the Corporation shall commence with the first day of January and shall terminate with the thirty-first day of December in each calendar year.

ARTICLE VII

Amendments:

These by-laws may be altered, amended, added to or rescinded at any meeting of the members by affirmative vote of a majority of all the members present at a meeting, providing that in the call for the meeting notice is given of the proposed alteration, amendment or recession.

ARTICLE VII

Indemnification of Officers, Employees, and Agents:

Any person (including the heirs, executors, and administrators of such person) who was or is a party or who is threatened to be made a party to and threatened, pending, or completes action, suit, or proceeding whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he (a) he is or was an officer of the Corporation, or (b) he is or was an officer of the Corporation and is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, if, as and to the extent authorized by the State of Maine, against all liabilities and expenses, including attorney's fees, judgments, fines and penalties and amounts paid in settlement of such action, suit or proceeding. The Corporation may indemnify any person, (including the heirs, executors and administrators of such a person) who is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by the foregoing sentence. The indemnification provided by this Article IX and by the Laws of the State of Maine shall not be deemed exclusive, insofar as permitted by law, of any other rights to which any person indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise.

EFFECTIVE DATE: January 8, 2009

AMENDED: July 24, 1997
AMENDED: December 10, 2004
AMENDED: January 8, 2009
bylaws