

**BRUNSWICK-TOPSHAM LAND TRUST, INC.
BYLAWS.**

Article I

The Name

The name of the corporation shall be Brunswick-Topsham Land Trust, Inc. It shall be a non-profit, non-stock corporation as defined in 13-B MRSA §101 et seq., hereafter called “the Land Trust.”

Article II

Purposes

The Land Trust is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The nature of the activities to be conducted, and the purposes to be carried out and promoted by the Land Trust, are as follows:

- a) To conserve, protect and promote for the general public the natural resources of the Brunswick-Topsham region, including the towns of Bowdoin, Topsham and Brunswick, Maine, and contiguous areas;
- b) To support local agriculture and traditional land use in this service area;
- c) To provide stewardship of and, as appropriate, public access to conserved resources, which include soil, water resources, wetlands, forest and open spaces, and the plant and animal life therein and the conservation of unique historic and scenic sites, including maintenance of buildings, docking facilities, dams, roads and trails; and
- d) To engage in and otherwise promote scientific study, public education, and other community benefits regarding local natural resources including water, soil, plants, animals, birds and other wildlife.

The Land Trust shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing mission, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or these Bylaws; provided, however, that the Land Trust shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as a Corporation described in §501(c)(3) of the Code.

Article III

Powers

Section 1. Acquisition of Property. To acquire, by gift or bequest, purchase or otherwise, interests in real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the Directors of the Land Trust shall deem appropriate to carry out such purposes; provided, however, that the Land Trust shall have the right to reject any gift or bequest.

Section 2. Use of Property. To use all property held or controlled by the Land Trust and the net earnings thereof exclusively for the benefit of all the inhabitants of the Brunswick-Topsham region and the areas contiguous to it for the purposes for which the Land Trust is formed. The Land Trust shall have the power to borrow for, reinvest in, manage, and administer property that it holds or controls.

Section 3. Limitations on Compensation. No part of the net earnings of the Land Trust shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Land Trust shall be authorized and empowered to pay [reasonable compensation](#) for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof.

Section 4. Compliance with Tax Exempt Provisions of the IRS Code. The Land Trust may lobby for appropriate purposes related to its mission, but no substantial part of the activities or resources of the Land Trust may be devoted to this. In no case shall the Land Trust participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these [Bylaws](#) or the articles of incorporation, the Land Trust shall not carry on any other activities not permitted (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Standards of Practice. [The Land Trust Alliance is a nation-wide organization, based in Washington D.C., whose mission is “quickly, effectively and permanently to save our most valued natural places across America.”](#) It has developed a set of guidelines for responsible operation of a land trust. The Land Trust shall follow the Land Trust Alliance Standards and Practices as the guidelines for its operations. The Land Trust commits to making continual progress toward the implementation of the Land Trust Alliance Standards and Practices as these may change from time to time.

Article IV

Membership

Section 1. Eligibility. Any person who makes a contribution in cash or in kind is [deemed](#) to become a member of the Land Trust [for the fiscal year in which the donation is made](#). The Board of Directors shall have the right to assess dues as a requirement of membership. Membership shall be recorded on the books of the Land Trust maintained for that purpose, together with a record of the amounts of donations.

Section 2. Duties and Privileges. Each member shall be entitled to one vote, which may be cast in person, or by duly authorized proxy given to the [Secretary](#) not more than 5 days prior to the date of a membership meeting. Proxy may be given in [writing or electronic communication](#) and shall specify the name of the authorized party and duration of the proxy. [Only members are entitled to vote at meetings of the Land Trust, or serve as Directors of the Board or Officers.](#)

Article V

Officers

Section 1. Composition. The officers of the Land Trust shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be Directors and elected by the members at the annual meeting. Officers shall begin their term at the adjournment of such meeting and shall continue in office for one year or until their successors are elected. The President, with approval of the Board of Directors, shall appoint for the period remaining until the next annual meeting, all officer vacancies in the Land Trust occurring as a result of resignation or removal.

Section 2. Duties.

- a) The President shall be the Chief Executive Officer of the Land Trust. He or she shall preside at all meetings of the members and the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Land Trust. He or she shall do and perform such other duties from time to time as may be assigned by the Board of Directors. In the absence or inability of the President to perform any of the duties imposed upon him or her, the Vice President may exercise all of the powers of the President by order of the Board.
- (b) The Vice President shall work with and cooperate with the President in the exercise of the powers and duties of 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 latter's absence.
- (c) The Treasurer shall oversee the keeping of accurate financial records, in a form appropriate to the Land Trust's scale of operations and in accordance with Generally Accepted Accounting Principles or alternative accounting methods acceptable to a qualified financial advisor. The Treasurer shall oversee the custody of all securities, bank statements, and other financial documents belonging to the Land Trust. The Treasurer shall oversee the keeping of and accounting for all monies, funds and properties of the Land Trust, and collection of all contributions, and shall make a written report to the members at the annual meeting. He or she shall oversee deposit of all money of the Land Trust in its name in banks or places of deposit selected by the Board of Directors. He or she and such other officers or staff as may be authorized by these Bylaws or the Board of Directors from time to time shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under direction of the Board of Directors. The Treasurer shall also oversee filing of reports to the IRS and preparation of financial reviews or audits of the Land Trust's accounts.
- (d) The Secretary shall record all the votes and proceedings of the Board in records kept for that purpose. In the absence of the Secretary at any meetings of the Board, the votes and proceedings shall be recorded by such person as shall be appointed by the presiding officer for that purpose. The Secretary shall perform such other duties as are incident to this office. He or she or designated staff shall conduct all necessary correspondence and shall oversee the keeping of a record by the Land Trust of the names and addresses of all members.

Deleted: *Section 3. Life Members.* Life members shall consist of those persons elected as such by the Board of Directors based on considerations that warrant such recognition, including dedicated service to the Land Trust over an extended period and special contributions to the interests of the Land Trust. Life members shall be exempt from assessment of dues. ¶

Section 4. Termination of Membership. The membership of a life member shall terminate upon his or her death or resignation. Membership of any other members shall terminate at the end of the fiscal year for which said member has made a contribution but shall be reinstated upon the making of a contribution for the current fiscal year effective upon the receipt of such payment. ¶

Section 3. Removal. Any officer may be removed from office by affirmative vote of two-thirds of the total number of members entitled to vote at a special meeting of the members called for such purpose, provided such removal is ratified by affirmative vote of a majority of the total Board of Directors. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors.

Article VI

Directors

Section 1. Composition. The Board of Directors shall be composed of the four officers and other elected Directors with a minimum total of 13 and maximum of 25 Directors. Directors are elected by the members at the Annual Meeting of the Land Trust for renewable three-year terms. The President, with the approval of the Board of Directors, may fill by appointment all vacancies among the Directors of the Land Trust occurring as a result of resignation or removal. These appointments shall continue for the period remaining until the next annual meeting.

Section 2. Duties. The Board of Directors shall, by resolution, provide for the calling and conduct of its meetings. A majority of the current Directors shall constitute a quorum for the transaction of business, but the Director or Directors present at any meeting may adjourn such meeting from time to time until such quorum is present. At any meeting of the Board, votes of the Directors may be cast by proxy. A proxy may be given in writing or electronic mail to the Secretary, President or Vice President in advance of the meeting and shall specify the person given authorization and duration of the proxy. The nature of the business transacted at any Board meeting shall be communicated by the Secretary to the absent members of the Board in the form of meeting minutes or other appropriate means. The Board shall, at the annual meeting of the members, render a full report on the affairs of the Land Trust.

The Board of Directors shall have full charge of the property and affairs of the Land Trust as provided for in these Bylaws. Directors shall define and carry out their ongoing responsibilities with due regard to legal and ethical integrity. Directors shall periodically assess the performance of the Board of Directors and take appropriate measures to improve the policies and practices of the Land Trust.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board and publicized to all members. There shall be at least three Board meetings annually.

Section 4. Special Meetings. A special meeting of the Board of Directors shall be held at the call of the President or Vice President. At least two days notice, written or oral, shall be given to each Director. Such notice, if written, shall be sent by mail or electronic communication to each Director's address appearing in the Land Trust's records, or at such other address as he or she may designate which shall be recorded by the Secretary.

The President shall call a special meeting of the Board of Directors, with like notice, whenever requested in writing by two or more Directors. Notice of any special meeting may be waived by written consent of a majority of Directors.

Section 5. Informal Action. Any action which could be taken at a meeting of the Board of Directors may also be taken without a meeting by the consent of a quorum of current members of the Board, evidenced by signed written consent submitted to the Secretary and/or President. Any

Director may consent to an action by sending an email or equivalent electronic message to the other Directors affirming his assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Corporation acting by written consent in accordance with this section.

Section 6. Removal. Any Director may be removed from office by affirmative vote of two-thirds of the total number of members entitled to vote at a special meeting of the members called for such purpose, provided such removal is ratified by affirmative vote of a majority of the total Board of Directors. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors. Directors may resign at any time by written notification to the Secretary, President or Vice President of the Land Trust.

Article VII

Staff

Section 1. Appointment. The Board of Directors may appoint or hire an Executive Director and other such personnel as it sees fit for the administration of its activities. The Executive Director will not be a voting member of the Board, nor be included in the twenty-five (25) member limit to the Board.

Section 2. Duties. The Executive Director of the Land Trust shall be responsible for properly carrying out the plans and purposes of the Board of Directors as they shall direct. The Executive Director shall receive such compensation as the Board may decide and shall be held accountable for the expending of and accounting for any operating funds appropriated on behalf of the Land Trust.

Article VIII

Committees

Section 1. Executive Committee. The committee is comprised of all officers of the Land Trust and the most recent President if the Past President remains a Director. It is responsible for providing general oversight to the operations of the Land Trust, conducting the performance review of the Executive Director, and supervising the development and implementation of personnel policies for staff. This committee is authorized to act for the Board of Directors when the Board is not in session, but any major decisions are subject to ratification by the Board at its next meeting.

Section 2. Finance Committee. This committee shall support the Treasurer in carrying out his or her duties and shall develop and oversee the systems that control and account for the Land Trust's finances. This committee shall recommend actions for approval by the Board of Directors, including risk management exposure, preparation and monitoring of annual budgets, investment policy and monitoring, financial reporting, and annual financial review or audit.

Deleted: If a Director does not make an annual contribution to the Land Trust prior to or on the day following the annual meeting, whenever held, he or she shall thereupon cease to hold office. The removal of a Director for failure to make an annual contribution shall not invalidate his or her actions as a Director in the prior year. ¶
DB: do we regularly have the Board adopt a schedule of meetings and publicize the schedule to members?¶

Section 3. Governance Committee. This committee shall develop and maintain the organizational systems to promote efficient and effective operations, and good governance. It shall also oversee the selection of new Directors and officers, in cooperation with the Board of Directors, and shall recommend such for approval by the members of the Land Trust at its annual meeting.

Section 4. Lands Committee. This committee researches and recommends land protection priorities, focus areas, and easement and acquisition policies for approval by the Board of Directors. It also oversees, evaluates, and negotiates the purchase and/or acceptance of Board-approved lands and easements.

Section 5. Stewardship Committee. This committee monitors and enforces easements and manages lands owned in fee; oversees maintenance of trails and other improvements on properties owned by the Land Trust and on easement properties that permit public access; and maintains ongoing relationships with owners of properties with easements held by the Land Trust.

Section 6. Other Committees. The Board of Directors may, from time to time, establish committees as needed to promote the effective and efficient functioning of the Land Trust. The terms of these standing and ad hoc committees shall be designated by the Board. Written terms of reference for any such standing committees shall be approved by the Board of Directors.

Section 7. Appointment. The President shall appoint all committee chairpersons after consultation with the Board of Directors. Committee Chairpersons shall appoint committee members who possess skills and knowledge relevant to the functions of the committee. Committee members do not need to be members of the Board of Directors.

Article IX

Meetings of the Members of the Land Trust

Section 1. Annual Meeting. The annual meeting of the members of the Land Trust, at which the officers and directors are elected, shall be held at a date determined by the Board of Directors. Other meetings of the Land Trust membership maybe called by the Board of Directors as it deems necessary or upon written petition signed by six members in good standing.

Deleted: shall be held between April 1 and June 30 each year.

Section 2. Notice. Notice of the time and place of all meetings of the members of the Land Trust shall be given by the Secretary or designated staff by mail and/or electronic communication to each member at his registered address at least fifteen (15) days (exclusive of the day of mailing) prior to the time of such meeting

Section 3. Quorum. At any meeting of the members of the Land Trust, ten (10) current members present in person shall constitute a quorum for the transaction of business; and, in case no quorum is present, the members represented shall have the power to adjourn from time to time until such quorum appears.

Article X

Financial Affairs

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July and end on the thirtieth day of June of each year.

Section 2. Bank Accounts. The funds of the Land Trust shall be deposited in one or more banks as designated by the Board of Directors. All documents to be executed by the Land Trust, including deeds, mortgages, leases, promissory notes or other instruments, except checks and money transfers to non-Land Trust accounts, shall be executed by the President or in his or her absence by the Vice President, on behalf of the Land Trust. Checks issued by the Land Trust and money transfers to non-Land Trust accounts in an amount less than five thousand dollars (\$5,000) shall be executed by any of the following: the President, Vice President, Treasurer, or Secretary, or by Executive Director if the Board of Directors has granted signing authority. Any check issued or money transfer to a non-Land Trust account exceeding this amount shall be executed by two of the authorized signatories.

Article XI

Protection of Officers and Directors

Section 1. Limitation of Liability. No Director of the Land Trust shall be personally liable for any action or mission unless that Director has breached or failed to perform the duties of his or her office as prescribed by Maine State law, and said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2. Indemnification. As permitted by Maine State law, the Land Trust shall indemnify any officer, Director, staff, volunteer, or agent of the Land Trust against all loss, costs, damage, expenses and charges reasonably incurred or suffered by him or her in connection with the defense or reasonable settlement of any action, suit or proceeding to which he or she may be made a party by reason of his or her having been an officer, Director, staff, or agent of the Land Trust. The Land Trust may purchase insurance on behalf of any person who may be indemnified pursuant to this section.

Article XII

Transfer of Holdings

No interest of the Land Trust in any real estate may be transferred, exchanged, encumbered or in any other way alienated unless authorized at a meeting of members duly held at which a quorum is present by affirmative vote of two-thirds of the members represented at such meeting entitled to vote on the subject matter. The notice for any such meeting shall contain a description of the proposed transaction and the reasons therefore. Such membership approval, however, shall not be required to either mortgage or sell a portion of real estate in connection with its acquisition for the purpose of financing said transaction. Nor shall such membership approval be required to transfer, exchange, encumber or otherwise alienate an interest in unrestricted land held exclusively for investment purposes, or for transfers, exchanges and sales involving public authorities or other conservation organizations in good standing so long as the said property is encumbered by a permanent conservation easement or the equivalent. However, such sales or mortgage of a portion of any larger parcel acquired, and such alienation of interests in unrestricted land held exclusively for investment purposes shall require the affirmative vote of

two-thirds of the total number of directors then in office. No such real estate, however, shall be transferred, exchanged, encumbered or in any other way alienated in such a manner that it fails to meet the requirements of the Internal Revenue Code of 1954, as amended, and the regulation issued there under for a corporation qualifying as an exempt organization under the provisions of Section 501 (c) (3) of said Code and regulations as they now exist or may hereafter be amended.

Article XIII

Prohibition Against Private Gain

No officer or Director shall receive any pay, compensation or benefit from the Land Trust, directly or indirectly, for performing such duties. No member of the Land Trust shall receive any pay, compensation or benefits from the Land Trust for being a member. [The Land Trust shall take conflict of interest considerations into account in making decisions that could provide private gain to individuals who might have inside influence.](#) This Bylaw shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Land Trust by any officer or director duly authorized and also shall not prohibit the employment of persons, including members, to perform duties for the Land Trust and receive compensation therefore, upon proper authorization of the Board of Directors.

Article XIV

Dissolution [and Merger](#)

In the event of the dissolution [or merger](#) of the Land Trust, none of its assets shall inure to the benefit of any officer, director, employee or member. Any corporation succeeding to title to property or interest in property of the Land Trust shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Land Trust, insofar as this may be accomplished. [Merger as well as dissolution shall be conducted in accordance with the terms and requirements of Section 501\(c\)\(3\) of the Internal Revenue Code and Title 13-B of the Maine Statutes, the Non-Profit Corporations Act. A decision to merge or dissolve the Land Trust shall follow the procedure set forth in Article XII, Transfer of Holdings.](#)

Article XV

Amendment

These Bylaws may be amended at any regular or special meeting of the Land Trust membership by a two-thirds vote of the members present at that meeting. Notification of a meeting to amend the Bylaws and the proposed amendments must be sent to all members of the Land Trust, at least one month in advance of the meeting.

Originally Adopted March 19, 1986

Amended November 3, 2010

[Amended](#)