

COVER NOTE to PROPOSED CHANGES TO BTLT BYLAWS

Attached are proposed revised BTLT Bylaws for approval by Members at the March 30 meeting. Our legal advisor Rob Levin reviewed our current Bylaws as part of his due diligence on the CREA merger and proposed a number of changes not related to the merger itself to bring the Bylaws up to date on current best practices and advice from his work with other non-profits. The revised bylaws also include several changes from internal discussions relating to membership requirements, committees and work groups, and use of virtual voting. A revised Purposes section is also included that amplifies our commitment to youth education to reflect our mission commitment to merger with CREA. These changes provide more flexibility for organizational adjustments as BTLT evolves in the future by giving more latitude to Board-level decision-making on committees and financial administration. A new section has been added to address conduct of Board meetings with Guidelines to be adopted by Board resolution. The revisions were approved by the Board in December 2022. Altogether, this proposal represents a significant clarification and strengthening of the governance framework for BTLT as we continue to evolve.

**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 nonprofit, 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, and contiguous areas;
- b) To promote environmental stewardship and deepen appreciation for the natural world through a range of nature-based learning programs for schools and educational opportunities for communities, in our region and beyond;
- c) To steward conserved resources, including soil, water, wetlands, forest, open spaces, and the plants and animals inhabiting them;
- d) To conserve and maintain unique natural, historic, and scenic areas and to provide public access to these resources as appropriate.
- e) To support local agriculture and marine livelihoods.

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 issues related to its purposes, 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 by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, as amended or succeeded.

Section 5. Standards and Practices. 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 make a good faith effort to follow the Land Trust Alliance Standards and Practices as the guidelines for its operations, although the Land Trust may follow the advice of legal counsel in deviating from Standards and Practices. 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 (a) supports the purposes of the Land Trust, and (b) 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 contribution is made. The Board of Directors shall have the right to assess dues as a requirement of membership and to provide complimentary memberships. Membership shall be recorded on the books of the Land Trust maintained for that purpose, together with a record of the amounts of contributions.

Section 2. Membership Voting. Each member aged 16 years and older shall be entitled to one vote, although no more than two individuals from a household shall have a vote on any given question. Only members are entitled to vote at meetings of

the Land Trust, or serve as Directors of the Board or Officers. Members may vote on any of the following:

- (i) In accordance with Article V.1, the election of officers and Directors;
- (ii) In accordance with Article XII, transfers of holdings, including by dissolution or merger in accordance with Article XIV;
- (iii) In accordance with Article XV, amendment to the Bylaws or Articles of Incorporation; and
- (iv) Any other matter submitted to the membership at the discretion of the Directors.

Section 3. Resignation, Removal and Expiration of Membership. Any member may resign at any time by delivering notice of withdrawal in writing to the Land Trust at its principal office. Such resignation 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 Land Trust. Said removal may occur at any meeting of the Board of Directors, after reasonable notice to the member and a reasonable opportunity to be heard, and upon a two-thirds (2/3) vote of those disinterested Directors present in person.

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 them, 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 and the members in records kept for that purpose. In the absence of the Secretary at any meetings of the Board or the members, 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.

Section 3. Officers may be removed in accordance with Article VI *Section 9* that applies to 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 7 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. The nature of the business transacted at any Board meeting shall be communicated by the Secretary to the Directors in the form of meeting

minutes or other appropriate means. The Board shall, at the annual meeting of the members, render a 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. There shall be at least three Board meetings annually. Directors may participate in any meeting of the Board of Directors by means of conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

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 one-third or more of the Directors. Notice of any special meeting may be waived by written consent of a majority of Directors.

Section 5. Meeting Guests; Disclosure of Minutes. Meetings of the Board of the Directors shall not be open to the public or to members, although the Board may choose, in its sole discretion, to invite members or other guests to all or portions of such meetings. Minutes of meetings of the Directors shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public. 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.

Section 6. Executive Session. At any meeting of the Board of Directors, the President may enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the President, certain employees or other individuals, may be present. An Executive Session may be called for discussion of sensitive or confidential issues such as but not limited to personnel, legal matters, or transaction negotiations. Any decisions made in Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting. The Secretary or their designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

Section 7. Guidelines for Meetings. Meetings of the Board of Directors shall be conducted in accordance with the Guidelines for Meetings as may be adopted by resolution of the Board of Directors. Any procedural issue not resolved by the Guidelines for Meetings may be resolved by a majority vote of the Board of Directors. Unless provided otherwise in these Bylaws or by law, a majority of the

votes entitled to be cast on a matter to be voted upon by the Directors present in person at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Section 8. Action Without a Meeting. Any action which could be taken at a meeting of the Board of Directors may also be taken without a meeting by the written consent of at least two-thirds of current Directors. Any Director may consent to an action by sending an email or equivalent electronic message to the Secretary affirming their assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Land Trust acting by written consent in accordance with this section. Such consents shall be filed with the minutes of next Directors' meeting, and shall have the same effect as a meeting vote. The provisions of this section shall be deemed a "custom of the Land Trust known generally to its members."

Section 9. Removal. Any Director or officer may be removed from office by affirmative vote of two-thirds of the disinterested Directors at a special meeting of the Directors called for such purpose. 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 Director limit to the Board as set forth in Article VI.1.

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, except that the Executive Committee may not: (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 Land Trust,

dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt or amend the Land Trust'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.

Section 2. Other Committees and Work Groups The Board of Directors may, from time to time, establish committees and ad hoc work groups as needed to promote the effective and efficient functioning of the Land Trust. The duration, scope, and charge of said committees shall be established by the Board.

Section 3. 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 may be called by the Board of Directors as it deems necessary or upon written petition signed by 200 individual members in good standing. Membership meetings may be held in person or using virtual technology, or a combination of both, at the discretion of the Executive Committee and in accordance with 13-B M.R.S. §602(1).

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 or electronic communication to each member at their mail or electronic address at least five (5) days (exclusive of the day of mailing) prior to the time of such meeting. It shall be the responsibility of each member to provide a current electronic mail and regular mail address to the Land Trust.

Section 3. Quorum. At any meeting of the members of the Land Trust, 30 (30) current members present in person or virtually 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 Land Trust 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 contracts, promissory notes or other instruments, and checks and money transfers to non-Land Trust accounts, shall be executed by the Executive Director, the President, or, in their absence by the Vice President, on behalf of the Land Trust, or as otherwise authorized by specific resolution of the Board of Directors. Notwithstanding the foregoing, deeds, conservation easements, mortgages, leases, and other documents pertaining to real property transactions may be executed only by the President or Vice President, or other persons by specific resolution by the Board of Directors.

Article XI

Protection of Officers and Directors

Section 1. Limitation of Liability. The Directors, officers, members, employees and agents of the Land Trust shall not be liable to the Land Trust or to any other Director, officer, member, or employee for any mistake of judgment, negligence, or otherwise, except for their individual willful misconduct or except if they fail to act in good faith with a view to the interests of the Land Trust (and, in the case of an Officer, with a view to the interests of the Land Trust's members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, officer, member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Land Trust. The Land Trust alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Land Trust.

Section 2. Indemnification. The Land Trust shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than officers and Directors, such as members, employees, agents, or other persons acting for or on behalf of the Land Trust may be made only upon the affirmative vote of the Board of Directors in specific instances. 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: (a) transfer, exchange, encumber or otherwise alienate an interest in unrestricted land held exclusively for investment purposes, or (b) for transfers, exchanges and sales involving public authorities or other conservation organizations in good standing so long as 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, 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

The Land Trust is intended to exist in perpetuity, but in the event of dissolution of the Land Trust or the termination of its activities, the assets of the Land Trust remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to the federal government, or to a state or local government or a federally recognized tribal government, for a public purpose. Any entity 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 conservation purposes of the Land Trust, insofar as this may be accomplished.

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 or the Articles of Incorporation 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 or Articles of Incorporation 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 June 22, 2017

Amended _____, 2022