

BYLAWS OF THE
RAYMOND WATERWAYS PROTECTIVE ASSOCIATION

Article I

Name, Location, Purpose

1. **Name:** The name of the Corporation is “Raymond Waterways Protective Association” (hereinafter “the Corporation”).
2. **Location:** The Corporation’s principle place of business shall be in the Town of Raymond, Maine. Since many Raymond watersheds extend into adjacent towns, coordination with these towns is anticipated. Involvement in statewide and regional programs or initiatives, which would further the Corporation’s purpose, is also possible.
3. **Purpose, Mission, and Goals:** The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of the Corporation is to assist the Town of Raymond and its residents in protecting the quality of waters and watershed areas. The mission of the Corporation is to protect and improve the water quality of Raymond’s lakes, ponds, rivers, and streams and to foster watershed stewardship. The Board has established the following goals and objectives to support this mission:
 - **Water Quality Monitoring:** Train and coordinate volunteers who monitor water quality on lakes, ponds, rivers, and streams and publish water quality monitoring data.
 - **Watershed Stewardship:** Assist lake associations and individuals in conducting watershed surveys and implementing lake protection projects to document and control erosion and polluted runoff.
 - **Invasive Plant Protection:** Provide invasive aquatic species (IAS) education and prevention by conducting boat ramp inspections and annual lake plant surveys, hosting plant identification workshops, documenting locations of known infestations, developing management plans, and implementing remediation projects.
 - **Technical Support:** Provide technical support to towns, businesses, lake associations, and individual landowners on all watershed issues. Pursue state, federal, and foundation grant opportunities for watershed and invasive plant protection.
 - **Education & Outreach:** Develop outreach and education programs to promote public awareness of invasive plants, water quality and watershed issues. Create and maintain a directory of contacts for lake associations, road associations, and homeowner associations to provide a “central clearing house” for information sharing between lakes, associations, and individuals. Foster working partnerships with existing state and local watershed protection groups and assist in the formation of lake and road associations on all lakes and ponds.
4. **Federal Requirements:** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or

distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes in Article I.3 shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

Article II

Membership

1. **Membership:** Any person who supports the purpose and activities of the Corporation, including any individual, family, or entity, who contributes dues as determined by the Directors shall be entitled to become a member of the Corporation for the fiscal year in which said contribution is made. In kind donations will be approved by the Board. Membership will be recorded on the books of the Corporation with a record of the amount of donations.
2. **Rights of Members:** Members in good standing are entitled to all of the duties, benefits, and privileges associated with their membership. Each member in good standing shall be entitled to one vote which may be cast in person, by a duly authorized representative, or by a written proxy given to the Secretary not more than 30 days prior to the date of such meeting. Only members in good standing are entitled to vote at meetings of the Corporation. Only members in good standing are entitled to serve as Directors.
3. **Termination of Membership:** Membership of any member shall terminate one calendar year from the last day of the month in which said member has made a contribution but shall be reinstated upon the making of a contribution for the current fiscal year.
4. **Withdrawal or Expulsion of Members:** Any member may withdraw at any time by delivering notice of withdrawal in writing to the President or the Secretary or 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 expelled by the vote of a majority of the members then in office, after reasonable notice and opportunity to be heard.
5. **Meetings of the Members:**
 - **Annual Meeting:** The annual meeting of the members of the corporation shall be held between June 15th and December 30th of each year at such place and time as approved by the Board for the purpose of electing Directors and for the transaction of such business as may properly come before the meeting.
 - **Special Meetings:** Special meetings of the members may be called at any time by the President, by the Board, or by petition in writing signed by not fewer than twenty (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.

- **Notice:** Notice of the time, place, and purpose or purposes of all meetings of the members of the corporation shall be served personally, by mail, fax, or e-mail to each member at the member's registered address not less than five (5) nor more than ninety (90) days before such meeting.
- **Conference Call Meetings:** Annual and special meetings of the members may be held in whole or in part by conference call if all members can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings
- **Quorum:** At any meeting of the members of the corporation the presence of 5% of the members recorded in the books of the corporation of members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership.

Article III

Directors and Officers

1. **General Powers:** The property, affairs, and activities of the Corporation shall be managed by a Board of Directors. The Board shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine, except as otherwise limited by the provisions of the Bylaws and the Articles of Incorporation.
2. **Composition:** The *initial* Board of Directors shall consist of six (6) members. The number of directors shall be between three (3) and twenty (20), including officers.
3. **Election:** The members shall elect the Board of Directors at the annual meeting of the corporation and each Director shall serve for the term of three years or until his or her successor is elected and qualified.
4. **Board of Directors Meetings:** The Board may, by resolution, provide for the calling and conduct of its meetings. Meetings may be held by conference call if all Directors can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings. **Quorum:** A majority of the Directors, in person or by proxy, shall constitute a quorum for the transaction of business, but the 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 meeting of the Board and the minutes concerning it shall be communicated by the Secretary to all members of the Board. The Board shall, at the annual meeting of the members, render a full report of the affairs of the corporation. Special Meetings of the Board of Directors shall be held at the call of the President or upon the request of any two Directors. At least two days notice, written or oral, shall be given to each Director of a Special Meeting and such notice, if written, shall be sent by mail to such address as the Director may designate which shall be recorded by the Secretary.
5. **Budget:** The Board shall approve a budget and make sure that adequate funds are provided to finance the approved budget.

6. **Executive Director and Other Employees:** If funds are available, the Board shall select, appoint, and supervise a competent Executive Director and determine the duties and compensation of all employees. The Executive Director shall be appointed by the Board of Directors for contract periods with compensation to be determined by the Board. He/she shall be in charge of and shall exercise general management of the business of the corporation with such powers and functions as the Board may direct. The Executive Director shall act as technical advisor to the Board and shall attend all Board meetings but shall not be a Director and shall have no vote.
7. **Officers:** The officers of the corporation shall be the President, Vice President, Environmental Officer, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors. The Officers of the corporation shall be elected annually by the Board at the first meeting of the Board after the annual meeting of the members. The same person may not hold the office of President and Vice President but may hold any other two offices.
 - **President:** The President shall be the Chief Executive Officer of the corporation. He/she shall preside at all meetings of the members and of the Board and shall exercise general supervision over the management of the property and affairs of the corporation. With the direction of the Board, he/she shall do and perform such other duties as may be assigned to him/her by the Board. In the absence or inability of the President to perform any of the duties imposed, the Vice President may exercise any and all powers of the President by order of the Board. The President shall be an ex officio member of all committees.
 - **Vice President:** At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law the Vice President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to him/her by the Board.
 - **Environmental Officer:** The Environmental Officer shall be the technical leader on the physical (hydrology and soils), biological, and chemical aspects of watershed management that are relevant to the purpose of the corporation. The Environmental Officer will use his/her scientific understanding of waterbodies to assist the other officers and committees to better conduct their respective activities. Working with the Executive Director, he/she will be the liason with other individuals and organizations concerned with lake monitoring, improvement and protection.
 - **Treasurer:** The Treasurer shall oversee and account for all moneys and funds of the corporation. He/she shall keep correct and suitable books of account. He/she shall make a report of the financial condition of the corporation at all meetings of the Board and shall oversee the preparation and filing of all reports required of the corporation by federal and state agencies. The Treasurer and such other officers as may be authorized by the Board shall sign checks, drafts, notes, and orders of payment of money, and shall oversee the payment of the same under direction of the Board.
 - **Secretary:** The Secretary shall keep all minutes of the meetings of the members and of the Board of Directors in one or more books provided for that

purpose. He/she shall be responsible for keeping a record of members, showing their names, place of residence, and contribution.

8. **Action Without a Meeting:** Any action which might be taken at a meeting of the Board may also be taken without a meeting (for example, by conference call or e-mail), by the agreement of a majority of Directors, as evidenced by signed writings or by electronic-mail messages (which shall be treated as the equivalent of a signed writing) submitted to the President or the Secretary and filed with the records of the Corporation.
9. **Vacancies:** Vacancies in the Board or offices of the corporation that may occur between elections shall be filled by a majority vote of the Board for the period remaining until the next annual meeting.
10. **Resignation:** Any Director may resign at any time by giving written notice of such resignation to the President or 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.
11. **Removal:** Any Director or officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Board of Directors at a Special Meeting of Directors called expressly for that purpose. If any or all Directors or officers are removed at such meeting, new Directors or officers may be elected at the same meeting without express notice being given of such election. Each member of the Board of Directors is expected to attend all scheduled meetings. Failure to attend meetings may constitute cause for removal.
12. **Compensation:** The members of the Board of Directors and Officers shall serve without pay, but may be reimbursed for actual expenses while conducting corporation business, provided these expenses receive prior approval from the Board.

Article IV

Committees

1. **Committees:** The Board may, from time to time and for terms that they see fit, establish committees necessary for the smooth functioning of the corporation. The Board shall appoint committee members from amongst the membership of the corporation and shall fill vacancies in committees. The chairperson of committees shall report to the Board.

Article V

Financial Affairs

1. **Fiscal Year:** The fiscal year of the corporation shall commence on the first day of January and end on the thirty-first day of December of each year. An Annual Report of the corporation's financial condition shall be published, in a timely basis, effective the end of the fiscal year.
2. **Bank Accounts:** The funds of the corporation shall be deposited in one or more banks or other financial institutions as designated by the Board. The Treasurer, President, or Executive Director shall execute all checks and other payments issued by the corporation; except, however, all checks, other payments, or reasonably related series of checks or

other payments greater than one thousand dollars (\$1,000.00) issued by the Corporation shall be executed by any two of the following: the President, Vice President, Treasurer, Secretary, or Executive Director.

3. **Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S.A §712, in no event shall a loan be issued to a director or officer of the Corporation.

ARTICLE VI

CONFLICTS OF INTEREST

The directors, officers, and members of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as members, directors, or otherwise; provided, however, that (a) any contract, transaction, or act on behalf of the Corporation in a matter in which the directors or officers are personally interested as shareholders, directors, or otherwise, shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; (b) no director or officer having an interest in any such contract, transaction or act shall vote on the same; and (c) no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial or loss of the Corporation's tax exempt status under applicable sections of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or action. The provisions of this Article V of the Bylaws may be further spelled out in a Conflicts of Interest policy enacted by the Board of Directors.

Article VII

Protection of Officers and Directors

1. **Limitation of Liability:** The Directors and Officers shall not be liable to the Corporation or to any other Director, Officer, or member for any mistake of judgment,

negligence, or otherwise, except for his/her individual willful misconduct or except if he or she fails to act in good faith with a view to the interests of the corporation and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director shall be liable out of his/her 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.

2. **Indemnification:** Each member of the Board of Directors of the corporation may in the discretion of the other members of the Board of Directors be indemnified by the corporation against all loss, costs, damage, expenses and charges reasonably incurred and suffered by him/her in connection with the defense of reasonable settlement of any action, suit, or proceeding to which he may be a party by reason of his having been a member of the Board of Directors.

Article VIII

Prohibition Against Personal Gain

No Officer or Director shall receive any pay, compensation, or benefit from the corporation directly or indirectly, for performing such duties. No member of the corporation shall receive any pay, compensation, or benefits from the corporation for being a member. This bylaw 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 the duties of the corporation and receive compensation therefore, upon proper authorization by the Board of Directors.

Article IX

Dissolution

This Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation 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 of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X

Amendments

The Board shall have power to make, alter, and repeal the bylaws of the corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting. All amendments pertaining to the rights and responsibilities of members shall be ratified by the members of the Corporation at the next Annual Meeting or by a Special Meeting of the Members called for such purpose and shall not take effect until such ratification occurs.

Article XI

Governance

In all matters not covered in these bylaws, governance shall be by Robert's Rules of Order.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing amended bylaws were duly adopted on _____ by Raymond Waterways Protective Association at a regular meeting of the Board of Directors held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.

Date: _____

_____ (Print Name) Secretary