

BY-LAWS  
OF THE  
EASTERN TRAIL ALLIANCE

Adopted January 19, 1999

ARTICLE I

NAME, DEFINITIONS AND PURPOSES

1.1. Name. The name of the Corporation is Eastern Trail Alliance.

1.2. Trustees as Directors. Subject to the terms and conditions of the Articles of Incorporation and these By-Laws, as amended from time to time, it is intended that the "Trustees" as referred to herein and in the Articles of Incorporation have the same rights, powers, obligation and functions as are ascribed to and imposed upon directors for non-profit corporations under applicable law.

1.3. Purposes. The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE II

MEMBERS

2.1. Membership Qualifications; Classes. The Corporation shall have one or more classes of membership, having such rights and duties and benefits as the Board of Trustees shall determine. Membership shall be open to all persons or entities regardless of race, color, religion, age, national origin, gender or sexual orientation. The activities of the Corporation will be conducted on a similarly non-discriminatory basis.

2.2. Full Members. Full members shall consist of (1) those individuals age 18 and over who wish to join the Corporation as members and (2) organizations, whether for profit or not for profit entities, which desire to join the Corporation as members. Organizational members shall appoint an officer, director, partner, or employee to be its representative to attend and to vote at any meeting of the Corporation.

2.3. Junior Members. Junior members shall consist of those individuals under the age of 18 who wish to join the Corporation as members.

2.4. Admission. Members shall be admitted to membership upon payment of the dues required for membership status and satisfying membership requirements established from time to time by a majority vote of the Board of Trustees.

2.5. Dues. Members shall be required to pay dues in such amounts with respect to their class of membership as are from time to time established by the Board of Trustees. Only those who have paid dues shall be entitled to membership benefits.

2.6. Voting Rights. Each member in good standing shall be entitled to one vote.

## ARTICLE III

### MEMBERSHIP MEETINGS

3.1. Annual Meeting. Members of the Corporation shall be invited to meet annually at a time and place within Cumberland or York Counties, in the state of Maine, as set by the Board of Trustees. At this meeting, members shall elect trustees; the officers may present reports on the activities of the Corporation; and members shall be invited to discuss matters of interest to the Corporation. Voting by proxy shall not be permitted at the annual meeting.

3.2. Special Meetings. Special meetings of the members may be called by the President or the Board of Trustees. Special Meetings of the members may also be called by any 15 members or by those members having one-fifth (1/5) of the votes entitled to be cast at such meetings.

3.3. Notice of Meetings. Notice of time and place and, in the case of a special meeting the purpose or purposes for which the meeting is called, shall be sent to each member entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days prior to the date of the meeting. When a meeting is adjourned for whatever reason, for thirty (30) days or more, notice of the adjourned meeting shall be given as provided in this section. Notice of a meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. Notice sent by e-mail, to those members who give addresses of such accounts, shall be considered as proper notice.

3.4. Quorum. At all membership meetings a total of fifteen (15) members present, of which at least one is a member of the Board of Trustees, shall be sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum present shall be the act of the membership, except as may be expressly provided by statute or these By-Laws.

3.5. Rules. Membership meetings shall be conducted in accordance with *Roberts Rules of Order* or other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.

## ARTICLE IV

### TRUSTEES

4.1. Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Trustees, which shall exercise all of the powers of the Corporation. Subject to the terms and conditions of the Articles of Incorporation and these By-laws, as amended from time to time, it is intended that the "Trustees" as referred to herein have the same rights, powers, obligation and functions as are ascribed to and imposed upon directors for non-profit corporations under applicable law. Except as otherwise specifically set forth herein,

the Board of Trustees may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit.

4.2. Election and Composition of the Board. At the first annual meeting of the members of the Corporation and at each annual meeting thereafter, the existing members shall elect Trustees to hold office until the next annual meeting of the membership or until the election and qualification of their respective successors. The number of Trustees shall be as set forth in the Articles of Incorporation, but such number may from time to time be increased by the Trustees but not to exceed the number provided in the Articles of Incorporation, provided that the number of Trustees shall never be less than three (3). Only members may be elected to serve as Trustees.

4.3. Term. The membership term of office for Trustees is defined to be three years, with one-third of the Trustees elected at each annual meeting. For the first annual meeting, one-third of the initial Trustees elected will be appointed to a one-year term, one-third to a two-year term, and one-third to three-year terms.

4.4. Resignation; Removal; Vacancies. Any Trustee may resign at any time by giving written notice to the President or the Board of Trustees and may be removed at any time, for cause, by the vote of three-quarters (3/4) of those Trustees present at a meeting. Any vacancy in the Board of Trustees occurring during the year, including any vacancy created by an increase in the number of Trustees may be filled for the unexpired portion of the term by the Trustees then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Trustee so elected shall hold office until the election and qualification of a successor.

4.5. Advisory Trustees. The Corporation may have an unlimited number of Advisory Trustees who shall be entitled to notice of and the right to attend all meetings of the Board, but who shall not have the right to vote. Advisory Trustees shall be invited to serve for a period of one (1) year by a the Trustees at any Trustees Meeting." (Approved at the 2000 annual meeting.)

4.6. Annual Meeting. As soon as practicable after each annual meeting of the membership, the newly elected Trustees shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the Trustees be then present, no prior notice of such a meeting shall be required to be given.

4.7. Regular Meetings. The Board of Trustees shall establish a schedule for regular meeting of the Board. Any member of the Eastern Trail Alliance may attend any Board of Trustees meeting, and any member may be allowed to participate in a meeting at the discretion of the President. Notification of Board meetings to the general membership shall be as determined by the Trustees.

4.8. Special Meetings. Special meetings of the Board of Trustees may be called by the President or Secretary and must be called by either of them on the written request of one-fifth of the members of the Board.

4.9. Notice of Meetings. Notice of all Trustees' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) business days before the meeting, or by faxing or e-mailing the same at least one (1) business day before the meeting to the usual business or residence address of the Trustee. At any meeting at which every Trustee is present, even though without notice, any business may be transacted.

4.10. Quorum; Voting. At all meetings of the Board of Trustees a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting.

4.11. Informal Action by Trustees. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

4.12. Telephone Meetings. Members of the Board of Trustees or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

## ARTICLE V

### OFFICERS

5.1. Executive Officers. The Executive Officers of the Corporation shall be a President and a Vice President, who shall be selected from among the Board of Trustees, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these By-laws as may be determined and appointed by the Board of Trustees. Any two offices may be held by the same person, provided that the President shall not also be a Vice-President if a Vice-President is appointed.

5.2. Resignation; Removal; Vacancies. Any officer may resign at any time by giving written notice to the President or the Board of Trustees and may be removed from office, for cause, by the vote of three-quarters (3/4) of those Trustees present at a meeting. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Trustees by majority action may select an officer to fill such vacancy.

5.3. President. The President shall preside at all meetings of the Board of Trustees. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as are customary to the office and as may be assigned to that office by the Board of Trustees.

5.4. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation; the Secretary shall have charge of the minute books and such other books and records as the Board of Trustees may direct, may attest to the accuracy of such books and records and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board of Trustees.

5.5. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. When necessary and proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of Board of Trustees.

5.6. Other Officers. The Board of Trustees may elect or appoint one or more Vice-Presidents and such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time be prescribed by the President or the Board of Trustees.

## ARTICLE VI

### COMMITTEES

6.1. Committees. The Board of Trustees may also appoint from their number, or from among other such persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as from time to time be prescribed by the Board. The President [or other Trustee as appointed] shall be a voting member ex officio of each committee appointed by the Board of Trustees.

6.2. Executive Committee. The Board of Trustees, by majority vote of the Board of Trustees may appoint from its members an Executive Committee consisting of two or more Trustees to serve at its pleasure and to the extent permitted by applicable law, may delegate to such Executive Committee all the authority of the Board of Trustees, except that the Executive Committee shall have no authority to elect officers, or to enter into any transaction of activity which it knows to be contrary to the wishes of the Board of Trustees to accept, purchase, convey, contract for easements, covenants or other interests in real estate without the express written authority of the Board of Trustees.

6.3. Rules; Record of Proceedings. Each Committee may prescribe rules and procedures for the call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Trustees and President when required.

6.4. Standing Committees. In addition to the Executive Committee the following Committees shall be standing committees of Board of Trustees: Trail Development and

Management; Finance and Fund-Raising, Public and Governmental Relations; and Membership.

## ARTICLE VII

### CORPORATE ASSETS AND EARNINGS

7.1. Investments. The Corporation shall have the right to retain all or any part of the securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Trustees, without being restricted to the class of investments which a director is or shall hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 as amended and applicable Regulations relating thereto as they now exist or as they may be hereafter be amended (the "Code").

7.2. Inurement Prohibition; Interest in Contracts. No member, Trustee, officer, committee member or employee of, or any person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Trustees for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. No director, officer, employee, or committee member may be interested directly or indirectly in any contract relating to the operation of the Corporation.

7.3. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, scientific, literary or educational organizations under the provision of Section 501(c)(3) of the Code. Preference shall be given to trail organizations and land trusts in Cumberland and York Counties.

7.4. Exempt Activities. Notwithstanding any other provision of these By-laws, no member, director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

7.5. Disclosure of Conflict of Interest. Any duality of interest or possible conflict of interest of a Trustee, or the family of a Trustee, shall be disclosed at the earliest practicable time to other Trustees, and shall be entered into the minutes of the Eastern Trail Alliance, whenever said interest involves a financial transaction and/or any transaction associated with the purposes of the Eastern Trail Alliance (as stated in the Articles of Incorporation). Such Trustee shall not participate in any decision related to the subject of that disclosure, and the minutes of a meeting where a decision related to the subject is made shall reflect that the Trustee abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote.

## ARTICLE VIII

### MISCELLANEOUS

8.1. Corporate Seal. The Board of Trustees may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

8.2. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Trustees and evidenced by resolution filed with the corporate records.

8.3. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Trustees and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meetings of the Board of Trustees and be filed within twenty days thereafter at the principal office of the Corporation.

## ARTICLE IX

### INDEMNIFICATION

9.1. The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former members, officers, trustees, Employees, committee members and agents of the Corporation against expenses, including attorneys' fees, judgements, fine and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been members, officers, directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be financially adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from

time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law,

## ARTICLE X

### AMENDMENTS

10.1. By-Laws. The members shall have power to amend the By-laws of the Corporation by vote of two-thirds (2/3) of the members present at any regular or special meeting; provided, the Board of Trustees shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a subsequent membership meeting. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote thereon at least ten (10) days but not more than fifty (50) days prior to the date of the said membership meeting.

10.2. Articles of Incorporation. The members shall have power to amend the Articles of Incorporation of the Corporation by vote of two-thirds (2/3) of the members present at any regular or special meeting; provided, the Board of Trustees shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a subsequent membership meeting. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote thereon at least ten (10) days but not more than fifty (50) days prior to the date of the said membership meeting.