

BYLAWS OF SUSTAIN MID MAINE COALITION

ARTICLE I – NAME

The name of this organization shall be **Sustain Mid Maine Coalition**.

ARTICLE II – PURPOSE

The purposes of the **Sustain Mid Maine Coalition** corporation shall be as set forth in the Articles of Incorporation as follows:

The corporation is organized exclusively for charitable, religious, educational or scientific purposes under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. Without limiting the generality of the foregoing, the corporation is organized to promote sustainable living practices such as, promoting the use of alternative resources and increased energy conservation, encouraging the use of local foods, promoting alternative transportation systems, and providing educational and recycling opportunities.

The Coalition is organized as a corporation consisting of public and private volunteers as well as paid staff.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Numbers, Election and Tenure. The Board shall consist of not less than five (5) and not more than nine (9) directors. The managers of the town of Winslow and the city of Waterville shall be permanent members of the Board of Directors. The other directors shall be elected on a staggered two (2) year term basis, except for the initial year when some will be appointed for one-year terms. Vacancies on the Board of Directors may be filled in accordance with these bylaws.

Section 2. Powers of Board. The Board of Directors shall manage the affairs of the corporation. The Board of Directors shall have all powers necessary to fulfill its obligations under these bylaws and to carry out the purposes of the corporation.

Section 3. Executive Committee. The Board may appoint an Executive Committee, composed of three officers to conduct the affairs of the corporation between meetings of the full Board. The Executive Committee shall have all the powers of the Board, but should endeavor to bring matters of the first importance to the corporation before the full Board.

Section 4. Meetings. The Board of Directors shall meet at least six (6) times per year at a time and place designated by the Board. The Secretary shall advise all Directors of the time and place of each meeting. Directors may participate by conference

call or any other simultaneous technology. Directors so participating shall be counted as present for quorum purposes.

Section 5. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, may be taken without a meeting if a written notice of the proposed action is sent to all directors, and a consent in writing setting forth the actions to be taken is signed by a majority of all Directors entitled to vote on the matter. Directors may be polled with written consent to follow within seven (7) days.

Section 6. Quorum. A quorum for the transaction of business at any meeting of the Board shall be a majority of members of the Board.

Section 7. Voting. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law. There shall be no voting by proxy.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board. Any Director shall be elected for the unfilled term of his or her predecessor.

Section 9. Removal. Any Director may be removed at any time, with or without cause, by a two-thirds (2/3) majority of the other Directors.

Section 10. Waiver of Notice. Attendance by a Director at any meeting shall constitute a waiver of notice unless the Director attends for the specific purpose of protesting lack of sufficient notice.

Section 11. Executive Sessions. All meetings of the Board of Directors shall be open to the public, but the Board retains the right to meet in closed, executive session for any purpose it deems proper and permitted by law and these bylaws. Discussions in executive session may include, but are not limited to, the following areas: removal or discipline of any Director, officer or employee of the corporation.

Section 12. Reimbursement of Expenses. The Board of Directors may reimburse the members of the Board or members of the Coalition for reasonable expenses incurred in attendance at meetings or for other actual expenses incurred in the conduct of business for the corporation.

Section 13. Conflict of Interest. Directors, members of committees, and employees shall have an affirmative obligation to abide by the Conflict of Interest Policy of the Sustain Mid Maine Coalition as may be updated from time to time. Any disclosures required by the Conflict of Interest Policy shall be noted in the minutes of the meeting.

ARTICLE IV – OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, and a Secretary/Treasurer (which may be held by one individual or by two Directors assuming the separate functions).

Section 2. Elections and Terms of Office. The officers of the corporation shall be elected annually by the Board of Directors of the corporation immediately following the election of Directors. Each officer shall hold office until a successor shall have been elected, unless removed pursuant to these bylaws.

Section 3. Qualifications. To qualify for election as an officer, a person must be a Director of the corporation.

Section 4. Removal. Any officer may be removed by a 2/3 vote of the Directors.

Section 5. Vacancies. A vacancy in an office shall be filled at the first meeting of the Board of Directors following creation of the vacancy.

Section 6. President. In the absence of an Executive Director, the President shall be the principal executive officer of the corporation and shall supervise and control all of the business affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign any contracts or other documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors, or by these bylaws, or by statute, to some other officer or agent of the corporation. The President shall, in general, perform all duties incident to the office of President. The President shall have the power to sign checks and make payments on behalf of the corporation, and to execute commitments or obligations of the corporation, subject to the express direction of the Board of Directors.

Section 7. Vice-President. The Vice-President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President, except that the Vice-President shall not be authorized to sign checks or other monetary obligations or notes of the corporation, unless authorized to do so by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for overseeing the financial affairs of the corporation. The Treasurer shall report on the financial condition of the corporation to the Board of Directors as requested.

Section 9. Secretary. The Secretary or his/her designee shall keep the minutes of the meetings of the Board of Directors in one or more books kept for that purpose. The Secretary shall see that all notices are given in accordance with the law and those bylaws, and shall be custodian of the corporate records. The Secretary shall keep a register of the Post Office address of each Director of the corporation.

ARTICLE V – COMMITTEES

The Board of Directors may establish committees to advise and assist in the affairs of the corporation and may appoint non-directors to serve on them. A committee shall have the power to report to the Board and of Directors, but shall not have the power to bind the corporation by any action. Tenure, organization and dissolution of committees may be addressed by amendments or revisions to these bylaws as need arises.

ARTICLE VI – STAFF

The Board may hire staff to perform such duties of the organization as the Board sees fit. The compensation of staff described by this paragraph shall be set by the Board of Directors.

In setting wages for the staff or any other individual hired to perform services for the Corporation, the Board shall follow the Conflict of Interest Policy, approve compensation arrangements in advance of paying compensation and document in writing the date and terms of approved compensation arrangements. Compensation arrangements shall be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations and the information relied for compensation matters shall be recorded in writing and kept with the Corporation's financial records.

ARTICLE VII – FUNDS OF THE CORPORATION

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall be July 1 to June 30.

ARTICLE IX – MISCELLANEOUS

Upon the winding up and dissolution of the organization, after paying or adequately providing for the debts and the obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational, religious and charitable purposes and which has established its tax exempt status 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.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private individual (except that

reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no member, trustee, or officer of the Corporation, or a private individual, shall be entitled to share in the distribution of the corporate assets on dissolution of the Corporation.

ARTICLE X –
ANNUAL MEETING

The members of Sustain Mid Maine Coalition shall meet at an annual meeting on the Saturday just before Martin Luther King Day, or any other day in January as chosen by the Board of Directors, at a location chosen by the Board. At said meeting, the Board will present a summary of the past year, followed by some thoughts on the coming year. Team leaders or designated representatives from each team will give a team report. The floor will be open to all members to discuss topics of interest relevant to the Coalition. Conclusions of the membership should be taken under consideration by the Board at future Board meetings.

ARTICLE XI—
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws adopted in their place by a two-thirds majority of the Directors at a meeting where a quorum is present, provided that such alterations or amendments have been supplied in writing to all Directors at the time of notice of the meeting.

Adopted at a regularly scheduled meeting of the Board on August 31, 2010.

Michael J. Roy, President

Sally Harwood, Board Member

Michael Heavener, Vice President

John Joseph, Board Member

Elery Keene, Secretary/Treasurer

Doug Carnrick, Board Member