**CORPORATE BYLAWS OF MAINE RIVERS**

 ARTICLE 1

NAME AND SEAL: The name of the corporation is Maine Rivers. The seal of Maine Rivers shall be a circular disc upon which shall be inscribed the words: Maine Rivers, Incorporated 2002.

 ARTICLE 2

 STATUS: Maine Rivers is incorporated in the State of Maine as a nonprofit, nonstock corporation as defined in 13-B Maine Revised Statutes Annotated, sections 101 et seq. The corporation has its principal place of business in Yarmouth, Maine, or such other place as the Board of Directors may designate from time to time.

 ARTICLE 3

PURPOSES: Maine Rivers is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Consistent therewith, the purposes to be carried out are as follows:

(a) To protect, restore and enhance the ecological health of Maine’s river systems.

(b) To work locally, regionally, and statewide, both independently and in conjunction with like-minded individuals, groups, organizations and other entities to protect Maine’s rivers;

(c) To promote sound policy and management with respect to Maine’s rivers;

(d) To elevate the ecological and economic importance of Maine’s rivers in the public consciousness, and

(e ) Maine Rivers shall be empowered to do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes and all things incidental to them; provided however, that Maine Rivers 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 Internal Revenue Code.

 ARTICLE 4

MEMBERSHIP: Any person who (i) supports the purposes of Maine Rivers and (ii) makes a cash contribution of any amount more than USD $10.00, is deemed to be a member in good standing of Maine Rivers for the calendar year in which the contribution is made and the succeeding calendar year. In addition,

(a) Membership status shall be recorded in the books of Maine Rivers maintained for that purpose:

(b) Only one member of a household shall be entitled to vote except that individuals within a household who have contributed individually shall be entitled to vote; and

(c) The executive director shall have the authority to issue member in good standing certificates valid for one year from the date of issue to persons who, in the sole judgement of the executive director, have materially contributed to the realization of the objectives of Maine Rivers. No more than five (5) such certificates shall be in effect at any one time.

 ARTICLE 5

ANNUAL MEETING: There shall be an annual meeting of Maine Rivers, which may be held at a time or place as shall be selected by the Board of Directors, or any committee established by the Board and charged with the choice of a date and location for the annual meeting.

(a) Notices of the time, place, location and agenda of the annual meeting shall be posted on the Maine Rivers website at least 30 days prior to the date of the meeting. At the time of posting, the Secretary of Maine Rivers shall send notice of the meeting to all members in good standing.

(b) A quorum of the membership present in person or virtually for any annual or special meetings of the members shall be the lesser of 10 members in good standing or one half of the membership in good standing.

(c) A special meeting of Maine Rivers may be held at the call of the President, or at the call of at least 30% of the members of the Board of Directors or upon a petition addressed to the Board of Directors and signed by at least 25 members in good standing.

 ARTICLE 6

DIRECTORS: Maine Rivers shall have a Board of Directors of not less than three members nor more than eighteen members. Directors shall be members of Maine Rivers in good standing. A quorum for any meeting of the Board of Directors shall be a simple majority of their number. In addition,

(a) Directors shall be elected to serve for terms of three years at the annual membership meeting, provided that the nominating committee shall have discretion to propose candidates for terms of less than three years;

(b) A Director who is absent from three consecutive board meetings is eligible for removal from the board. A majority of the remaining board members are required to remove the Director;

(c) A vacancy on the Board of Directors shall be filled by the remaining members in a meeting called for that purpose. The newly elected Director(s) shall serve for a term of three years from the date of election;

(d) Regular meetings of the Board shall be held at least three times a year in accordance with a schedule established by the Board. Special meetings shall be held at the call of the President or Executive Director. At least two days’ notice of a special meeting shall be given to each Director except that notice may be waived by any director; and

(e) Any action that could be taken at a meeting of the Directors may also be taken without a meeting with the written consent of at least two thirds of the current Directors. Any Director may consent to an action by sending an email to the Secretary or Executive Director affirming their consent to the resolution or votes in question. Such consents shall be filed with the minutes of the next Board meeting.

 ARTICLE 7

COMMITTEES: The Board may in its discretion establish committees including an Executive Committee, a Finance Committee, and a Nominating Committee. A quorum for the transaction of business by any Committee shall be a majority of the members thereof. Regarding the committees:

(a) An Executive Committee, if established, shall have such powers as designated by the Board but may not (i) amend or repeal the articles of incorporation or these bylaws or adopt new bylaws, or (ii) approve any merger, consolidation or sale or lease of substantially all the assets of Maine Rivers. The Executive Committee, if established, shall keep minutes of its meetings and actions taken which shall be provided in a timely fashion to the Board;

(b) An Audit and Finance committee, if established, shall consist of members of the Maine Rivers board appointed by the President to prepare an annual budget, to provide regular budget reports to the Board, to review the Maine Rivers financial records quarterly and to report their findings to the Board in a timely fashion; and

(c) A Nominating Committee, if established, shall be appointed by the President to propose officers and directors for anticipated vacancies and shall consist of at least three members in good standing.

 ARTICLE 8

OFFICERS: The officers of Maine Rivers shall be a President, a Vice-president, a Treasurer, and a Secretary.

(a) The President shall have the responsibility for general management of the corporation and shall preside at all meetings of the members and of the Board of Directors;

(b) In the absence or inability of the president, the vice-president shall preside at all meetings of the members and of the board of directors and shall act of and in place of the president;

(c) The Treasurer shall have authority to sign all checks of Maine Rivers, shall keep an accurate record of all monies received and paid out, and shall have custody of all property. The Treasurer shall also oversee the filing of reports to the Internal Revenue Service and preparation of financial reviews or audits of Maine Rivers’ accounts. And,

(d) The Secretary shall maintain the records of Maine Rivers, including the membership records although the maintenance of the membership records can be delegated with the approval of the Board. The Secretary shall also (i) send notices of the annual or special meetings to the members, (ii) keep minutes of all membership and Board meetings, (iii) and distribute drafts of minutes to the pertinent officers or members in advance of the next scheduled meeting where they will be presented for approval.

(e) All officers shall serve for a term of two years, and thereafter until the election of a successor at the next meeting of the members.

(f) Vacancies in any office may be filled at any time by the Board of Directors by majority vote, to serve until the next annual meeting of the members.

 ARTICLE 9

STAFF: 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.

(a) The executive director shall not be a voting member of the board but shall be invited to attend all Board meetings unless specifically excluded by the board chair with the consent of a majority of the board members.

(b) The executive director of Maine Rivers shall be responsible for properly carrying out the plans and purposes of the board of directors as they shall direct.

 ARTICLE 10

CERTAIN TRANSACTIONS:

(a) Pursuant to 13-B, MRSA 712, Maine Rivers shall make no loan to its officers or directors.

(b) Transactions in which an officer or director has a personal or adverse interest as defined by 13-B, MRSA, 713,2A and B must be disclosed to the entire Board of Directors.

(c) Each Director shall at the first meeting of the Board following the end of the Maine Rivers fiscal year, or as soon as possible thereafter, execute and deliver to the Treasurer a conflict-of-interest policy form.

 ARTICLE 11

RULES OF ORDER: All membership, Board of Directors and committee meetings of Maine Rivers shall be run in accordance with the provisions of the latest version of Roberts Rules of Order, unless herein provided to the contrary.

 ARTICLE 12

DISSOLUTION AND MERGER: In the event of dissolution of Maine Rivers, or termination of its activities, the assets of Maine Rivers after payment of all of its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as qualify them as an exempt organization under section 501(c) (3) of the Internal Revenue Code.

Adopted by the Maine Rivers Board of Directors June 21, 2024