

Bylaws of Natural Resources Council of Maine
As of September 27, 2012
(Proposed changes for consideration on October 16, 2013)

I. NAME AND LOCATION

The name of this corporation shall be THE NATURAL RESOURCES COUNCIL OF MAINE and its office shall be located at 3 Wade Street, Augusta, Maine.

II. MEMBERSHIP AND DUES

A. ~~A.~~ MEMBERS

~~1. There shall be one class of members, each of whom shall be entitled to cast one vote.~~

~~a. Members may be individuals or organizations, including but not limited to nonprofit corporations and for profit corporations.~~

1. Any person interested in the purposes and objectives of NRCM is eligible to become a member upon payment of membership dues. Membership indicates an authorization for NRCM to represent members' interests in protecting, restoring, and conserving Maine's environment through public advocacy and regulatory and judicial proceedings within the scope of the activities of the corporation.

B. DUES

1. The annual dues for members shall be designated by the Board of Directors. Honorary memberships, exempt from dues, may be awarded by vote of the Board of Directors.

III. DIRECTORS, OFFICERS, COMMITTEES AND HONORARY DIRECTORS

A. BOARD OF DIRECTORS

1. Governing Body

The governing body of NRCM shall be the Board of Directors, which shall be responsible for the organization's overall policy. The composition of the Board shall be as follows:

a. There shall be no fewer than eighteen (18) and no more than twenty-eight (28) Directors. The members shall elect Directors from a slate submitted by the Nominating Committee to the members. Persons not on the Board shall be elected for a one-year term. Persons who currently serve on the Board shall be elected for up to two three-year

terms following the first year. Officers who have served more than seven consecutive years as a Director are eligible to serve as a Director (without election) and as an Officer (with election) in their eighth year.

- b. Elected Directors who have served on the Board for seven consecutive years shall not be eligible for another term until they have been off the Board for one year. This rule shall not, however, bar persons from serving as a Director or an Officer for an eighth year, as provided by subsection a.
- c. Elected Directors may request a leave of absence for up to 24 months if for personal reasons they cannot fulfill the duties of the Board. The request shall be made in writing and submitted to the President for approval. The leave of absence does not count toward the Board terms.
- d. Vacancies on the Board may be filled by a majority vote of the Board, but only until the next ~~annual meeting~~ regular election of Directors, at which time the Nominating Committee shall present nominations for the following year. The person nominated to fill that position shall receive a one-year term.
- e. All Directors must be current members of NRCM.

2. Directors' Duties

- a. Directors shall participate actively in the affairs of NRCM. The Board may establish minimum attendance and participation requirements for Directors, and any Director failing to meet these requirements may be replaced.
- b. The Board of Directors shall employ the Executive Director.

3. Meetings of the Board of Directors

- a. The Board of Directors shall meet at least six times a year. A simple majority of Directors shall constitute a quorum for the transaction of business at its meetings. Special meetings of the Board of Directors may be called by the President at any time ~~and or shall be called~~ upon written request of any five Directors. All decisions shall be by vote of a simple majority of those Directors present and voting.
- b. Written notice of Board and committee meetings shall be provided by email where feasible for each Director. Other forms of notice may be provided to Directors upon request.
 - i. Any or all Directors may participate in a meeting of the Board or a committee of the Board in person, by means of conference call, or

by any other means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence.

- ii. Any action required or permitted by the Board may be taken without a meeting if a majority of the Directors consents in writing and includes a signature. Each member must submit these written consents or votes to the NRCM office via fax, mail, or scanned email and those consents must be filed with the minutes of the proceedings of the Board.

B. OFFICERS

1. The Officers of NRCM shall be a President, Vice President, Secretary and Treasurer. No person shall hold more than one of these offices concurrently. Officers shall be elected by the Board of Directors and serve for one year or until the election of their successors. No person may serve more than six consecutive years as an officer or more than four consecutive years in any one office.
2. Officers' Duties.
 - a. The President shall preside over the annual meeting of the membership and meetings of the Board of Directors and the Executive Committee. The President shall appoint members for all committee assignments except as otherwise provided in these Bylaws. The President shall appoint the chair of all committees. The President shall be considered a member of all standing committees and may exercise a vote on these committees.
 - b. The Vice President shall perform the duties of the President in the absence of the President. The President may from time to time designate a member of the Board of Directors to perform the duties of the President in the absence of both the President and the Vice President.
 - c. The Secretary shall keep the minutes of meetings of the Executive Committee and the Board and shall carry out such other duties as the Executive Committee or the Board shall direct.
 - d. The Treasurer shall review the financial management of NRCM and shall report to the Board on NRCM's financial condition, including the need for, and frequency of, an audit.
 - e. Vacancies among the Officers shall be filled by a majority vote of the Board of Directors, but only until the next regular election of Officers, at which time the Nominating Committee shall present nominations for the following year.

C. COMMITTEES

There shall be an Executive Committee, a Nominating Committee, a Development Committee, a Finance and Investment Committee, an Environmental Priority Committee and such other standing committees as shall be established by the Board from time to time. The Board may also establish *ad hoc* committees to deal with specific matters. The membership of committees other than the Executive Committee may include members who are not Directors of NRCM. All committees shall meet at the call of the committee chair or at the discretion of the President.

1. The Executive Committee shall consist of the four (4) Officers and not fewer than three (3) Directors. The President shall appoint the three additional Directors, with preference given to committee chairs. Four members shall constitute a quorum for the transaction of business at meetings of the Executive Committee. Special meetings of the Executive Committee may be called by the President at any time, and shall be called upon the written request of any three members thereof. The Executive Committee shall be responsible for:
 - a. Administrative Affairs. The Executive Committee shall oversee NRCM's progress toward the stated goals of the current strategic plan and will evaluate the Board's effectiveness. The Executive Committee will be consulted by the Executive Director regarding significant personnel issues. All other administrative affairs shall be the responsibility of the Executive Director, and shall be monitored by the Executive Committee.
 - b. All other affairs. The Executive Committee shall act in the place of the Board when it is determined by the Executive Committee that a meeting of the Board is not possible because of time limitations or other circumstances. If the Executive Committee takes action without a meeting, the participants must submit their consent and vote in writing with a signature by mail, fax, or scanned email. Any such action shall be reported to the Board immediately in writing.
2. The Nominating Committee shall be responsible for soliciting prospective nominees and proposing candidates to serve as Officers and Directors of NRCM; and after applying any policy adopted by the Board relating to Officers and Directors (including any conflict of interest policy), for proposing candidates to serve in those positions. ~~Nominations for Directors shall be published and distributed to the membership at least fifteen days prior to the date of the annual meeting.~~

The Nominating Committee shall also be responsible for Director training and review of Director performance, and for applying any conflict of interest policy adopted by the Directors.

3. The Development Committee shall be responsible for reviewing an annual

development work plan, for ensuring that sufficient funds are raised to meet NRCM's annual operating budget, for the development and implementation of a plan to augment NRCM's Board-directed fund, and for ensuring the participation of the Board in achieving these objectives.

4. The Environmental Priority Committee shall be responsible for recommending to the Board any changes it deems appropriate in NRCM's current policies; providing advice on specific NRCM projects and helping to resolve conflicts between project goals.
5. The Finance and Investment Committee shall review and propose a budget to be approved by the Board of Directors; shall provide guidance and counsel for the Treasurer and NRCM staff; shall be responsible for securing and overseeing any necessary financial audits (including the appointment, compensation, retention, oversight and partner rotation of any financial auditors); shall monitor and assess the financial performance of NRCM; shall review and make recommendations on any financing that the corporation shall enter into; and shall monitor the performance of any endowments and funds . The Finance and Investment Committee shall report to the Board of Directors on a regular basis. The Treasurer shall chair the Finance and Investment Committee.

D. HONORARY DIRECTORS

Honorary Directors may be named by the Nomination Committee for terms not to exceed three years, and shall not be members of the Board of Directors established under Section III. A. Honorary directors may submit recommendations on NRCM matters to the Board or the President.

IV. ELECTIONS

Elections of Directors shall be held annually. ~~in conjunction with the annual meeting of NRCM.~~ The slate of candidates prepared by the Nominating Committee shall be presented to the Board of Directors ~~the annual meeting~~ by the Chair of the Nominating Committee, or the Chair's designee. ~~-, and be voted upon by the Board of Directors. No nominations shall be accepted from the floor, but in the event that at least four days prior to the annual meeting a nomination petition signed by at least fifteen members of NRCM has been presented to the Nomination Committee, nominating an individual to the Board, the Chair of the Nominating Committee or the Chair's designee shall so advise the members present at the annual meeting, and persons so named shall be presented as additional candidates for election. The presiding Officer at the annual meeting shall designate three members of NRCM who are not candidates for any office to act as voting tellers. In the event of a contest for any position, the election shall be by written ballot.~~

V. MEETINGS OF NRCM

At least one week's notice shall be given for any regular or special meeting of the members of NRCM, which notice shall describe the business to be acted upon. ~~The annual meeting of NRCM shall be held at a time and place set by the Executive~~

~~Committee. Business to be taken up at the annual meeting shall include all elections and such other business as the Executive Committee shall specify in the call of the meeting. The call shall be presented to the membership in the official publication of NRCM at least fifteen days prior to the date of the annual meeting, and on petition of any fifteen members of NRCM, any additional item shall be added to the agenda. In addition to matters specified in the call or added by petition, the annual meeting may consider other matters upon consent of a simple majority of the members present. Special meetings may be called at any time by the Board of Directors or the Executive Committee. At meetings of NRCM, each member present shall be entitled to one vote. No person casting a vote on behalf of a member organization may cast a vote as an individual or on behalf of another member organization. Seventeen members shall constitute a quorum for the transaction of business at any regular or special meetings of NRCM.~~

VI. RULES OF ORDER

Parliamentary procedure as specified in "Robert's Rules of Order" shall govern the conduct of all meetings of the membership, the Board of Directors and any Committee.

VII. STAFF

The staff of NRCM shall consist of an Executive Director, who is the chief executive officer, and such other persons as the Executive Director may from time to time employ. The Executive Director shall be responsible to the Board of Directors, and the Executive Committee shall set the salary for the Executive Director. Other staff shall be responsible to the Executive Director. All matters pertaining to the employment of other staff shall be the responsibility of the Executive Director, subject to policies set by the Board.

VIII. AMENDMENTS

~~These Bylaws may be amended by a vote of the Board of Directors at any meeting of NRCM by a majority vote of the members present. Written notice containing a description of any proposed amendments shall be mailed to each member at least fifteen days before the meeting at which such amendments will be considered.~~