

Bylaws of Natural Resources Council of Maine

As of October 8, 2004

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. 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,~~ ~~and unincorporated associations.~~

B. DUES

1. The annual dues for members shall be designated by the Board of Directors ~~from time to time~~. 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 ~~the Council~~ NRCM shall be the Board of Directors, which shall be responsible for the organization's overall policy ~~of the Council~~. The composition of the Board shall be as follows:

- a. There shall be no ~~less-fewer~~ than eighteen (18) and no more than twenty-eight (28) Directors. ~~Directors shall be elected by the~~ 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 a two three-year terms following the first year. ~~except that~~ Officers who have served more than seven consecutive years as a Director ~~shall be elected for one year terms~~ are

eligible to serve as a Director (without election) and an Officer in their eighth year. Officers may also, if they wish, serve on the Board for a one year term (without election) immediately after the expiration of their terms of office if they have served on the Board for seven or more consecutive years.

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~~ Director or an Officer for one (1) additional one-year term after holding an office for an eighth year, as provided by subsection a. ~~Years served as an Affiliate Director or Past President (prior to 1988/89) shall not count when applying this rule.~~

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.

~~a.d.~~ Vacancies on the Board may be filled by a majority vote of the Board, but only until the next annual meeting, 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.

~~b.e.~~ All Directors must be current members of the Council in good standing-NRCM.

2. Directors' Duties

a. Directors shall participate actively in the affairs of ~~the Council~~ 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 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 ~~the Council~~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 ~~nor or~~ more than four consecutive years in any one office.

2. Officers' Duties.

a. The President shall preside over ~~all the annual meeting of the memberships of the Council, and meetings of~~ all the annual meeting of the 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 ~~shall~~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 ~~the Council~~NRCM and shall report to the ~~Executive Committee~~Board on ~~the Council's~~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 ~~the Council~~NRCM. All committees shall meet at the call of the ~~Chair~~committee chair or at the discretion of the President.

1. The Executive Committee shall consist of the four (4) Officers and not ~~less~~ 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. Administrative affairs determined by the Executive Committee to have substantial budgetary or operational implications to the Council shall be decided by the Executive Committee. 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 ~~the Council~~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 ~~the Council's~~NRCM's annual operating budget ~~of the Council~~, for the development and implementation of a plan to augment ~~the Council's endowment~~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 ~~the Council's~~NRCM's current policies; providing advice on specific ~~Council~~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 ~~Council~~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 ~~this corporation~~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 of this corporation. The Finance and Investment Committee shall report to the Board of Directors on a regular basis. The Treasurer shall ~~sit on~~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 [Council NRCM](#) matters to the Board or [the](#) President.

VI. RULES OF ORDER

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

VII. STAFF

The [Staff](#)[staff](#) of [the Council](#)[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](#)[staff](#) shall be the responsibility of the Executive Director, subject to policies set by the Board.