

Approved October 2, 2003

BYLAWS OF SUNRISE TRAIL COALITION, INC.

ARTICLE I NAME, PURPOSE AND LOCATION

1.1 NAME

The name of the organization shall be the Sunrise Trail Coalition, Inc., hereinafter referred to as STC.

1.2 PURPOSE

The purpose of the STC shall be to promote outdoor recreation, health and fitness, and economic development in Hancock and Washington Counties in the State of Maine through education and the development of integrated on and off road four-season, shared-use trail systems.

1.3 LOCATION

The initial registered office and mailing address of the STC shall be 395 State Street, Ellsworth, in the County of Hancock, State of Maine 04605. The Corporation may have offices at such other places within Hancock or Washington Counties in the State of Maine as the Board of Directors may from time to time determine or the activities of the STC may require.

ARTICLE II MEMBERSHIP

2.1 MEMBERS

Membership shall be open to individuals, corporations, and organizations that are interested in the general purpose of the STC. Application for membership may be direct to STC or through such organizations as may be designated by the Board of Directors, hereinafter referred to as the Board. The Board may establish dues and other conditions of membership. Members who are current in payment of their dues shall be considered in good standing.

2.2 RIGHTS

Members, acting through the Board which has been elected by them, control the STC. Members are encouraged to attend and participate in any meeting or event of the STC and may be appointed by the Board to serve on committees. Members in good standing are entitled to vote on matters at any special members' meeting of the STC, the annual meeting, and on other matters that may be designated by the Board. Members in good standing are eligible to be officers of the STC.

ARTICLE III

MEETINGS

3.1 ANNUAL MEETING

The annual meeting of the STC shall be held by December 31 of each year for the election of the Board and for such other business as may be stated in the notice of the meeting. Written notification must be sent to current STC members at least 14 days in advance of an annual or special members' meeting.

3.2 VOTING

Each member of the STC in good standing is entitled to serve as an officer of the organization. Members in good standing are also entitled to one vote at the annual meeting or special members' meeting. Voting can be by proxy.

3.3 QUORUM

Except as otherwise required by law, the presence, in person, of at least 10 percent of the members of the STC entitled to vote and at least 50 percent of the Board shall constitute a quorum at an annual or special members' meeting. At least 50 percent of the Board shall be present at any regularly scheduled Board meeting of the STC for the transaction of any business. Unless otherwise specified in these Bylaws, a majority vote of those present will prevail on all matters to be voted on.

3.4 SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President, the Board, or by petition in writing signed by not fewer than ten Members of the STC entitled to vote and filed with the Secretary. Written notification shall be sent to current members of the STC at least 14 days in advance of such meetings and must state the date, time and purpose of the meeting. At such meetings, no activities shall be transacted which are not specified in the notice of the meetings.

3.5 MEETINGS OF THE BOARD OF DIRECTORS.

Meetings of the Board for any purpose other than the annual meeting or special members' meetings may be held at such a time and place, within the State of Maine, as determined by the Board. Notice will be sent to the Board at least seven days in advance of such meetings and shall state the date, time and purpose of the meeting.

ARTICLE IV BOARD OF DIRECTORS

4.1 GENERAL RESPONSIBILITIES.

The Board of Directors is responsible for the management of the property, activities, and business of the STC. Each Board member shall perform his/her duties in good faith.

4.2 NUMBER.

The initial Board, as designated in the Articles of Incorporation, shall be no fewer than three, as required in the State of Maine. Thereafter, the Board may be increased, not to

exceed 21, or decreased at any annual meeting, provided a quorum is present and a majority of those qualified to vote is in favor of the change.

4.3 TERM.

The Board shall be divided into three (3) classes, each class consisting of not more than seven (7) individuals. Each class of Directors shall serve for a three (3) year term and until their successors have been elected. The terms of each class shall be staggered so that the term of one (1) class shall expire each year. In the event of a change in the number of Members of the Board, the change shall be apportioned among the classes so that each class shall have an equal number of Directors, to the extent possible. As the term of each class expires, the successors in that class shall be elected for the ensuing term. There is no limitation on the number of three-year terms an Officer may serve.

4.4 ELECTION.

Any position in the class of the Board of Directors expiring during any given year shall be elected at the annual meeting of the STC by the Members. Each Director shall serve for the term of three years or until his/her successor is elected at the annual meeting of the Corporation.

4.5 VACANCIES.

If the position of Director, Committee Member or other becomes vacant, the remaining Directors in office may appoint any qualified person to fill such vacancy, and to hold office for the remainder of the vacant term until his or her successor shall be duly elected by Members at an annual meeting of the STC.

4.6 RESIGNATIONS.

Any Director, Member of a Committee or other Officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time of its receipt by the President or Secretary.

4.7 REMOVAL.

At a special meeting of Members called expressly for that purpose any individual Director may be removed, with or without cause, by vote of a 2/3 majority of the Members present and voting.

ARTICLE V OFFICERS AND COMMITTEES

5.1 ELIGIBILITY.

The Board of Directors shall elect the Officers of the STC. Only Directors shall be eligible to be Officers.

5.2 OFFICERS.

The principal Officers of the STC shall be a President, Vice President, Treasurer and Secretary. The Officers shall be elected by the Board of Directors at the first meeting

after the annual meeting. The Board may, from time to time appoint such other Officers or appoint assistants to the above Officers as it deems necessary. An Officer may hold more than one Officer position at one time provided those positions are not President and Treasurer.

(a) **The President** shall oversee the affairs of the STC. He/she shall preside at all meetings of the Board and shall exercise general supervision over the management of the property and affairs of the corporation. He/she shall do and perform such other duties from time to time as may be assigned to him/her by the Board. The President shall have the power to appoint Committees and shall be responsible for their actions.

(b) **The Vice President** shall cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of his/her absence.

(c) **The Treasurer**, when deemed necessary and proper, shall endorse on behalf of the STC for collection, checks, notes and other obligations and shall deposit the same to the credit at such bank or banks or depository as the Board may designate. The treasurer shall keep and account for all monies, funds and properties which come into possession of the STC, provide a record of financial standing at each meeting of the Board. The Treasurer shall make a written report to the Members regarding financial activity at the annual meeting.

(d) **The Secretary** shall record all the minutes, records, correspondence and notice of the meetings of the Board in books kept for the purpose. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such a person as shall be appointed for the purpose at the meeting. He/she shall also notify the Members of all Committees of their appointment, together with a description of the project they are to undertake.

5.3 COMMITTEES.

The Board or President may from time to time and for terms as they see fit, appoint such other Committees as is deemed necessary to implement the purpose of the STC. All Committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the Board.

ARTICLE VI FINANCIAL AFFAIRS

6.1 FISCAL YEAR.

The fiscal year shall commence on the first day of January and end on the thirty-first day of December that year.

6.2 BANK ACCOUNTS.

The funds of the corporation shall be deposited by the Treasurer, or his/her appointed assistant or other person given authorization to do so by the Officers of the STC, in one or more banks as designated by the Board as set forth above in Article V.

**ARTICLE VII
NON-DISCRIMINATION**

7.1 NON-DESCRIMINATION POLICY.

The STC shall not discriminate against any individual or group for reasons of race, color, age, gender, sexual orientation, national origin, religion, marital status, veteran status or physical disability.

**ARTICLE VIII
PROTECTION OF OFFICERS AND DIRECTORS**

8.1 LIMITATION OF LIABILITY.

The STC alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation. No present or former Officer, Employee, Committee Members or Agents of the STC, acting in good faith on behalf of the organization, shall be liable for attorney's fees, judgments, 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 in a legal proceeding because of their association with the organization.

**ARTICLE IX
DISSOLUTION**

9.1 DISSOLUTION.

In the event the STC shall ever be dissolved, all assets shall be distributed to some other organization with similar aims and which qualifies under the terms of Section 501 (c)(3) of the Internal Revenue Code, as amended. Any such assets not so disposed of shall be disposed of by the Court of County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
AMENDMENTS**

10.1 AMENDMENTS.

Amendments to these Bylaws may be proposed and discussed at any regular or special meeting of the STC and must receive a majority of the votes of the Members present and qualified to vote at that meeting. Copies of such amendments must then be sent to all Members of the STC.