

SUNRISE TRAIL COALITION, INC.  
ANNUAL MEMBERS' MEETING  
ELLSWORTH CITY HALL  
ELLSWORTH. ME



OCTOBER 25, 2017 @ 5 P.M.

**AGENDA:**

**Forum: The Sunrise Trail Contributions to Ellsworth's Economy and Health (invited speakers)**

1. Call to order; Confirm Meeting Notice; Roll call of Directors
2. Confirm Proxies Voted On-line, Mailed/Received or Hand-Delivered
3. Determine Quorum of Minimum Required Directors and Membership
4. Approve October 2016 Annual Members' Meeting Minutes posted at [www.sunrisetrail.org](http://www.sunrisetrail.org)
- 5.1. Present Nominees for Election to 3 Year Term (2018-2020); Call for additional nominations
- 5.2. Present two (2) BYLAWS AMENDMENTS to Articles 3.1 and 3.3
6. Close Nominations; Call for delivery any additional Proxies and Ballots
7. Appoint person to tabulate and report Election and Bylaws Amendments Results
8. Announce Election and Bylaws Amendment Results
9. Announce Immediately Following Organizational Board Meeting

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**5.1. Nominees** For Election For a Three (3) Year Term (2018-20). Please check up to Five (5) persons, including any write-in nomination(s).

\_\_\_\_\_ Crystal Hitchings, Washington County Council of Govts (seeking election as new Director)

\_\_\_\_\_ Joey McPhail, Dennysville Snowmobile & ATV Club (seeking election as new Director)

\_\_\_\_\_ Ian Staub (present Director whose term is expiring 2017 and seeking reelection)

\_\_\_\_\_ Gerry Nasberg (present Director whose term is expiring 2017 and seeking reelection)

\_\_\_\_\_ Other (write in nominee's name) \_\_\_\_\_

\_\_\_\_\_ Other (write in nominee's name) \_\_\_\_\_

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Delegation of support on other matters at the 2017 Annual Meeting to the Sunrise Trail Coalition Board of Directors.

For \_\_\_\_\_

Against \_\_\_\_\_

Abstain \_\_\_\_\_

## 5.2. PROPOSED AMENDMENTS TO BYLAWS

### Article III, 3.1 ANNUAL MEETING

The present Bylaw provides for “Written notification must be sent to current STC members at least 14 days in advance of the annual or special members' meeting.” Maine law provides for notice delivery by “hand, mail, commercial delivery and, if authorized in accordance with section 103-A, by electronic transmission.”

The Board of Directors recommends that section 3.1 be amended to provide for notification to include electronic transmission. The proposed amendment text to be added is shown below in *italics*:

#### 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 *by mail or by electronic transmission to such address reflected in the STC records* at least 14 days in advance of the annual or special members' meeting. *A member who does not want notice delivery by electronic transmission must send to the STC Secretary written revocation of consent to such electronic transmission at least 21 days in advance of the annual or special members' meeting.*

For \_\_\_\_\_  
Against \_\_\_\_\_  
Abstain \_\_\_\_\_

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### Article III, 3.3 QUORUM

The Board of Directors at its regular Board meeting held September 26, 2017 passed unanimously the President's recommendation to submit to the Membership for vote at the Annual Meeting to be held October 25, 2017 the below proposed Amendment to Article III. 3. 3

The result of passage of the proposed Amendment by vote of at least a majority of the votes of the Members would be the change in required percentage of Board members present to establish a Quorum at a regularly scheduled Board meeting from present at least 50 percent to proposed at least 33 1/3 percent.

#### 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 **33 1/3** 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 will prevail in all matters to be voted on.

For \_\_\_\_\_  
Against \_\_\_\_\_  
Abstain \_\_\_\_\_

**Signed:** \_\_\_\_\_ **Printed Name:** \_\_\_\_\_ **Date:** \_\_\_\_\_

Vote online at [www.sunrisetrail.org](http://www.sunrisetrail.org) or mail to: Sunrise Trail Coalition, PO Box 931, Ellsworth, ME 04605