

**BYLAWS OF THE  
MAINE WILDERNESS GUIDES ORGANIZATION**

**ARTICLE I  
Name, Purposes, and Location**

The name of this corporation shall be the “Maine Wilderness Guides Organization” (hereinafter the “Corporation”). The Corporation’s principal place of business shall be Augusta, Maine. The Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

The Corporation is organized exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:

- 1) To maintain the traditional skills and knowledge of Maine Guides so that they may provide safe, educational, and meaningful outdoor experiences for their clients;
- 2) To present a unified voice for members on policy, management, and environmental issues that affect Maine Guides; and
- 3) To establish professional standards for Maine Guides to achieve and maintain.

The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Officer or Director of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenditure or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended, and Section 501(c)(6) of the Internal Revenue Code, as amended.

**ARTICLE II  
Officers and Directors**

Section 1. **General Powers.** The property, affairs, and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. **Composition.** The Board of Directors shall consist of a minimum of three (3) and a maximum of twenty-one (21) members and shall include the Officers. No more than two

persons from any Member entity or household shall serve on the Board of Directors at any one time.

**Section 3. Election of Directors and Filling of Vacancies in Offices.** The Board of Directors shall be elected by vote of the Members at any meeting of the Members and each Director shall serve for the term of three years or until his or her successor is elected and qualified. However, the initial Board of Directors shall be recommended by a Nominating Committee and elected by the Steering Committee and the initial terms shall be staggered so that one third (1/3) of the Directors shall serve for a term of the three (3) years, one third (1/3) of the Directors shall serve for a term of two (2) years, and one third (1/3) of the Directors shall serve for a term of one (1) year. At each annual meeting thereafter the Members shall elect successor Directors for a term of three (3) years. Each director shall be eligible to serve for no more than three (3) consecutive three-year terms.

**Section 4. Vacancies.** Vacancies in the Board of Directors or in any of the offices which occur between elections shall be filled by a majority vote of the Board for the period remaining until the next Annual Meeting of the Members, at which time an election shall be held by the Members to fill the seat for the period remaining in the term.

**Section 5. Resignations.** Any Director may resign at any time by giving written notice to the President or to the Secretary. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Removal.** A Director or Officer may be removed if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Corporation, at a Special Meeting of Directors called expressly for that purpose, by a two-thirds (2/3) vote of the disinterested Directors present in person or by conference call. The notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Director or Officer considered for removal shall be given an opportunity to be present and to be heard at said meeting. If any or all Directors or Officers are removed at such meeting, new Directors or Officers may be elected at the same meeting without express notice being given of such election. Each member of the Board of Directors is expected to attend all scheduled meetings. Failure to attend meetings may constitute cause for removal.

**Section 7. Board of Directors Meetings.**

7.1. The Board of Directors shall meet a minimum of two (2) times per year, including one Annual Meeting of the Directors.

7.2. Meetings of the Board of Directors may be held in whole or in part by conference call if all Directors can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to

allow such meetings.

7.3. Notice of all regular meetings of the Board of Directors shall be sent at least five days previously thereto by written notice delivered personally, by first class United States mail, or by electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

7.4. The most current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Directors of the Corporation. Notwithstanding the foregoing, the Board of Directors may resolve any procedural matter by the affirmative vote of a majority of Directors present in person or by conference call. Further notwithstanding the foregoing, an affirmative vote on any matter in question shall constitute the waiver of any procedural objection.

7.5. A majority of the Directors shall constitute a quorum for the transaction of business, but the Director or Directors present at any meeting may adjourn such meeting from time to time until such quorum is present.

7.6. Unless provided otherwise in these Bylaws or by law, a majority of the votes entitled to be cast on a matter to be voted upon by the directors present or by conference call at a meeting at which a quorum is present shall be necessary for the adoption thereof.

**Section 8. Special Meetings of the Board of Directors.** Special meetings of the Board of Directors shall be held at the call of the President or upon the request of at least one-third of the members of the Board. At least two days notice, written or oral, shall be given to each Director of a special meeting and such notice, if written, shall be sent by mail or electronic mail to such address as the Director may designate and shall be recorded by the Secretary.

**Section 9. Unanimous Board Action Without a Meeting.** Any action which might be taken at a meeting of the Board of Directors or of a committee of Directors, may also be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote. For the purposes of this section, an electronic mail communication shall have the effect of a written consent.

**Section 10. Officers.** The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Members to serve for three-year terms beginning and ending on the date of the Annual Meeting of the Directors.

However, at the organizational meeting of the Corporation, the initial Officers shall be recommended by the Nominating Committee and elected by the Steering Committee, and the initial terms shall begin as of the date of the organizational meeting.

a) The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors.

b) The Vice President shall succeed to the Presidency in case of a vacancy in that office, and shall perform the duties of the President in case of absence or disability. The Vice-President shall undertake responsibilities that the President may assign.

c) The Treasurer shall oversee and account for all moneys, funds and properties of the Corporation. The Treasurer shall report on the Corporation's finances at Board meetings.

d) The Secretary, or his/her designee, shall record the minutes at the Board meetings. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Secretary shall oversee the keeping of the records (including a record of all Members of the Corporation), shall submit the annual report to the State of Maine, and shall perform such other duties as are incident to the office or that of a Secretary or Clerk as required by the laws of Maine.

### **ARTICLE III Members**

Section 1.     **Membership Classes.**           There shall be two classes of Members, as follows:

(a) Guide Members. Any current or former Registered Maine Guide, or any entity with an ownership composed of at least 51% Registered Maine Guides, who supports the mission and purposes of the Corporation may apply for membership as a Guide Member.

(b) Supporting Members. Any individual or entity that supports the mission and purposes of the Corporation may apply for membership as a Supporting Member.

Section 2.     **Membership Dues.**   The membership dues for each class of Members shall be determined by the Board of Directors.

Section 3.     **Tenure.**           Each Member shall remain a Member until withdrawal, expulsion, or disqualification of such Member in the manner provided herein.

Section 4.     **Voting Rights and Other Rights of Members.**   Each Member in good standing shall have the right to vote for the Directors and Officers of the Corporation and on any other matters submitted by the Board of Directors to the Membership, as further set forth in these

Bylaws. Each Member shall have one vote. At all meetings of Members, a member may not vote by proxy. Elections of Directors and Officers may be conducted in whole or in party by mail.

**Section 5. Acceptance, Withdrawal, Expulsion and Expiration of Membership.** A prospective Member shall apply for membership by completing the forms established by the Board of Directors or its designee. Any Member may withdraw at any time by delivering notice of withdrawal in writing to the President or the Clerk or to the Corporation at its principal office. Such withdrawal shall be effective upon receipt unless specified to be effective at some other time. A prospective Member's application may be rejected, or a Member may be expelled if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors or its designee, has been or would be detrimental to the best interests of the Corporation. A Member may be expelled only after reasonable notice and opportunity to be heard by the Board of Directors or its designee. In the event a Member fails to pay required dues within one hundred eighty (180) days of any due date, such person's Membership shall automatically expire.

**Section 6. Membership Meetings.**

(a) Regular Meetings. Regular meetings of the Members may be held at such time and place as the Board of Directors may determine.

(b) Special Meetings. Special Meetings of the Members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than ten (10) Members of the Corporation entitled to vote and filed with the Clerk. Fourteen days written notice as to the time, place, and subject matter of the Special Meeting must be given to all voting members. At such Special Meetings no business shall be transacted which is not specified in the notice of the meeting.

(c) Annual Meetings. There shall be an Annual Meeting of the Members, held at a time and place determined by the Directors.

(d) Conference Call Meetings. Regular and Special Meetings of the Members may be held in whole or in part by conference call if all Members can simultaneously hear one another. Meetings by email or webforum are prohibited, unless the relevant provision of the Maine Nonprofit Corporation Act is amended to allow such meetings.

(e) Quorum. At any meeting of the Members, ten Members present in person or by conference call shall constitute a quorum, except when a larger quorum is required by law. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the votes by Members shall decide any question, unless specified otherwise in these Bylaws.

**ARTICLE IV**

## **Committees**

The Board of Directors may, from time to time and for terms as they may see fit, establish committees, as necessary for the smooth functioning of the Corporation. The President shall appoint committee members from among the members of the Board of Director, Members of the Corporation and non-Members. Such committees shall be chaired by a Director of the Corporation. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee shall be the act of the committee.

## **ARTICLE V**

### **Executive Director and Other Employees**

The Board shall determine the staffing needs of the Corporation and may select, evaluate, and supervise a competent Executive Director. The Executive Director shall be responsible for hiring, terminating, and determining the terms, duties and compensation of all other employees and contractors, subject to approval by the Board. The Executive Director shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board may direct. The Executive Director shall act as technical advisor to the Board and shall attend Board meetings but shall not be a Director and shall have no vote.

## **ARTICLE VI**

### **Financial Affairs**

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of January and end on the thirty first day of December of each year.

Section 2. **Bank Accounts and Expenditures.** The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All checks and expenditures issued by the Corporation shall be executed by either the Treasurer, the President, or the Executive Director, except that any check or expenditure, or a related series of checks or expenditures constituting a single transaction, in an amount greater than one thousand dollars (\$1,000) shall be executed by any two of the President, the Treasurer, or the Executive Director.

Section 3. **Execution of Documents.** All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President, the Treasurer, or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

Section 4. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S.A §712, in no event shall a loan be issued to a director or officer of the Corporation.

**ARTICLE VII**  
**Liability Protection and Indemnification**

Section 1. **Limitation of Liability.** The Directors, Officers, Members, employees and agents of the Corporation shall not be liable to the Corporation or to any other Director, Officer, or Member for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct or except if he or she fails to act in good faith with a view to the interests of the Corporation (and, in the case of an Officer, with a view to the interests of the Corporation's Members) and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions. No Director, Officer, Member, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

Section 2. **Indemnification.** The Corporation shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer, Director, Member, employee or agent of the Corporation.

The indemnification provided hereunder shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Corporation.

Any compromise or settlement payment related to such proceeding shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, Members, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 3. **Insurance.** The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 2 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of

his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

**ARTICLE VIII**  
**Dissolution**

The Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended and as a nonprofit corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

**ARTICLE IX**  
**Amendments**

The Bylaws or Articles of Incorporation may be amended at any meeting of the Members by a two-thirds vote of Members present in person or by conference call, provided that the subject matter of the amendments shall have been submitted in writing to the Board at least thirty (30) days in advance of the proposed meeting. An explanation of the subject matter of the proposed amendments, together with recommendations of the Board, shall be mailed to all Members of the Chapter at least fifteen (15) days prior to such voting. Amendments to the Bylaws or Articles of Incorporation also may be decided by two-thirds vote of the Members polled by mail.

**ARTICLE X**  
**Miscellaneous**

Section 1. **Notices.** All notices to the Corporation shall be sent by mail to the Corporation at its offices at c/o Kevin Slater, 1513 Bear River Road, Newry, Maine 04261. All notices from or to the Corporation shall be deemed to have been given when mailed, except notice of changes of address which shall be deemed to have been given when received.

Section 2. **Captions.** The captions herein are inserted as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

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**CERTIFICATION**

I, the undersigned, do hereby certify that the above and foregoing bylaws were duly adopted on \_\_\_\_\_ by the Maine Wilderness Guides Organization at a meeting of the Board of

