

# **BYLAWS OF THE DOWNEAST SALMON FEDERATION, INC.**

## **ARTICLE I –NAME**

The name of this organization shall be the Downeast Salmon Federation Incorporated.

## **ARTICLE II -MISSION**

The purposes of the Downeast Salmon Federation shall be as set out in the Articles of Incorporation. The mission of this organization is:

To conserve wild Atlantic salmon and its habitat, restore a viable sports fishery and protect other important river, scenic, recreational and ecological resources in eastern Maine.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws. The Downeast Salmon Federation is organized exclusively for charitable and benevolent purposes.

## **ARTICLE III -BOARD OF DIRECTORS**

Section 1. Number. Election. and Tenure. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members. Board members will be elected to the board by the existing Board of Directors. Board members may serve indefinitely with no term limits. Two thirds of the Board Members must be independent and not related to any staff member or anyone compensated by the organization. Should the need arise to elect a staff member to the Board of Directors (typically the Executive Director), this individual will be considered an ex-officio member without voting status.

Section 2. Annual Meeting. The annual meeting of this organization shall be held during the regular monthly Board of Director's meeting in January each and every year.

Section 3. Powers of Board. The Board of Directors shall manage the affairs of the corporation. The Board of Directors shall have all powers necessary to fulfill its obligations under these Bylaws and to carry out the purposes of the corporation.

Section 4. Executive Committee. The officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws and the power to authorize land transactions, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

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Section 5. Meetings. The Board of Directors shall meet at least four times each year at times and places designated by the Board, but shall endeavor to meet monthly. The secretary or executive director shall advise all Directors of the time and place of each meeting. Meetings will generally be held monthly on the second Tuesday.

Minutes of the monthly board meeting may be approved electronically. The secretary of the board will submit draft minutes to the board within a week of the board meeting. Board members will have up to a week to submit any revisions/clarifications and vote to approve the minutes. The secretary of the board will submit the final approved minutes to the Board and provide them to the Executive Director or designee to distribute the minutes to DSF staff.

Section 6. Electronic Voting. Motions may be approved electronically. Once an e-mail motion is made and seconded, the president opens the motion for debate with a stipulated date/time deadline for discussion, usually two business days, at which point the president will close discussion. The president will open the motion to voting, and will accept votes through the end of the following business day. If a quorum has not voted in this time, the president may extend the voting by one day. The president will then post the results, and the results will be recorded with the minutes of the following board of directors meeting.

Section 7. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors may be taken without a meeting if a written notice of the proposed action is sent to all Directors, and a consent in writing setting forth the actions to be taken is signed by a majority of all Directors entitled to vote on the matter. Directors may be polled by telephone or electronic communication with written consent to follow within seven (7) days.

Section 8. Quorum. Five directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Decision Making. All decisions shall be made by consensus whenever possible. If consensus is not possible, upon motion and a two-thirds vote of those Directors present and voting, decisions shall be made by a majority vote.

Section 10. Vacancies. Vacancies to the board will be filled through a nomination process that includes both board and staff input. A nomination committee will bring candidates to the board for approval prior to a formal invitation.

Section 11. Removal. Any Director may be removed at any time, with or without cause, by a two-thirds (2/3) majority of the other Directors.

Section 12. Waiver of Notice. Attendance by a Director at any meeting shall constitute a waiver of notice unless the Director attends for the specific purpose of protesting lack of sufficient notice.

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Section 13. Executive Sessions. All meetings of the Board of Directors shall be open to the public, but the Board retains the right to meet in closed, executive session for any purpose it deems proper and permitted by law and these Bylaws. Discussions in executive session may include, but are not limited to, the following areas: removal or discipline of any Director, officer, or employee of the corporation.

Section 14. Reimbursement of Expenses. The Board of Directors may reimburse the directors of the Board for their reasonable expenses incurred in attending meetings of the Board. Nothing herein shall prohibit the corporation from reimbursing its Directors, officers, or members of committees, subcommittees, advisory groups, councils or staff for reasonable expenses incurred in attendance at meetings or for other actual expenses incurred in the conduct of business for the corporation.

Section 15. Conflict of Interest. Directors, members of committees, and employees shall have an affirmative obligation to disclose the following at any meeting of the corporation, its Board, or committees:

- a) Any financial relationship which they or their household or family have that may be affected by a decision of the Corporation, and
- b) Any relationship or actions which would tend to raise the appearance of impropriety.

All such disclosures shall be noted in the minutes of the meeting.

At no time may more than 49% of the individuals on the Board of Directors be financially interested persons as defined by the Maine Nonprofit Corporation Act.

To further avoid conflicts, DSF will not make loans to any board member, staff member, or volunteer.

### **ARTICLE IV –ADVISORY BOARD (2/6/18)**

The advisory board is a body that provides non-binding advice to the Board of Directors. The informal nature of an advisory board gives them greater flexibility in structure than the Board of Directors. Members of the advisory board may attend regularly scheduled board meetings but do not have the authority to vote on board matters nor do they bear legal fiduciary responsibilities. Members of the advisory board may remove themselves from the advisory board at any time, or be removed by the request of the Board of Directors.

### **ARTICLE V –OFFICERS**

Section 1. Officers. The officers of the corporation shall be a President, a Vice-President, Past President and a Secretary/Treasurer (which may be held by one individual or by two

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Directors assuming the separate functions). Elections will take place at the Board of Director's annual meeting in January of each and every year.

Section 2. Removal. Any officer may be removed by a vote of the majority of the Directors.

Section 3. Vacancies. A vacancy in an office shall be filled at the first meeting of the Board of Directors following creation of the vacancy.

Section 4. President. In the absence of an Executive Director, the President shall be the principal executive officer of the corporation and shall supervise and control all of the business affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign any contract or other document which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors, or by these Bylaws, or by statute, to some other officer or agent of the corporation. The President shall, in general, perform all duties incident to the office of President. The President shall have the power to sign checks and make payments on behalf of the corporation except as provided in Article VII, and to execute commitments or obligations of the corporation, subject to the express direction of the Board of Directors.

Section 5. Vice-President. The Vice-President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform the duties of the President, except that the Vice-President shall not be authorized to sign checks or other monetary obligations or notes of the corporation, unless authorized to do so by the Board of Directors or under the conditions set out in Article VII.

Section 6. Treasurer. The Treasurer shall be responsible for overseeing the financial affairs of the corporation and shall serve as the Finance Committee Chair. The Treasurer shall report on the financial condition of the corporation to the Board of Directors as requested. The Treasurer shall have the power to sign checks and other corporate documents and make payments on behalf of the corporation except as provided in Article VII.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. The Secretary shall see that all notices are given in accordance with the law and these Bylaws, and shall be custodian of the corporate records. The Secretary shall keep a register of the Post Office address and residence of each Board Member of the corporation.

Section 8. Past President. The Past President shall remain active as a director of the organization and as a member of the executive committee. The Past President will provide guidance to his/her successor that aids in the continuity and transition of the duties of President. The Past President will serve in this capacity for a term of 12 months.

### **ARTICLE V –COMMITTEES**

The Board of Directors may establish committees to advise and assist in the affairs of the corporation and may appoint non-Directors to serve on them. A committee shall have the

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power to report to the Board of Directors but shall not have the power to bind the corporation by any action. Tenure, organization, and dissolution of committees may be addressed by amendments or revisions to these Bylaws as need arises.

### **ARTICLE VI –STAFF**

Section 1. Executive Director. The Board of Directors may hire or employ an Executive Director, who shall be an ex officio member of the Board. His or her period of employment shall be determined by the Board of Directors and he or she shall serve at the pleasure of the Board. The Executive Director shall be the chief administrative officer of the corporation. The amount of compensation paid to the Executive Director shall be fixed by the Board of Directors.

Section 2. Other Staff. Other staff shall be hired by the Board of Directors, or by the Executive Director with the approval of the Board. Staff shall serve at the pleasure of the Board, or at the pleasure of the Executive Director if the Board so approves.

### **ARTICLE VII -FUNDS OF THE CORPORATION**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Any check of \$2,000.00 or more shall be signed by two officers of the corporation. At least one signature on such checks must be of the President or Treasurer.

If the corporation should serve as a fiscal sponsor of another entity, the Board of Directors shall carefully approve the relationship with a written agreement so that the corporation maintains full discretion and control over the funds and does not simply serve as a conduit.

### **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

### **ARTICLE IX -AMENDMENTS TO BYLAWS**

Section 1. Procedure. These Bylaws may be altered, amended, or repealed and new Bylaws adopted in their place by a two-thirds majority of the Directors at a meeting where a quorum is present, provided that such alterations or amendments have been supplied in writing to all Directors at the time of notice of the meeting.

Section 2. Restriction. Notwithstanding anything herein to the contrary, these Bylaws may not be amended to prevent the Corporation from qualifying as an exempt organization under Sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. This Section 2 of Article IX may not be amended without the vote of one hundred percent (100%) of the directors present and voting at a meeting at which a quorum is present.

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**CERTIFICATION**

The above Bylaws of the Downeast Salmon Federation were passed by the Board of Directors of said corporation by a vote of   11   for and   0   against at a duly noticed regular meeting of the Board on the  12<sup>th</sup>  day of  May , 2020 at which  11  members of the Board were in attendance.

\_\_\_\_\_, Secretary  
William Otto