

~~THE MAINE CHAPTER OF THE INTERNATIONAL APPALACHIAN TRAIL
/SENTIER INTERNATIONAL DES APPALACHES~~

~~ORGANIZATIONAL ACTION TAKEN BY WRITTEN
CONSENT OF SOLE INCORPORATOR WITHOUT
ORGANIZATIONAL MEETING~~

~~The Directors of the above named corporation not having been named in its Articles of Incorporation, the undersigned, being the sole incorporator of the above named corporation, hereby takes the following action pursuant to 13-B.M.R.S.A. §§ 406 and 707 in order to complete and perfect the organization of said corporation, such action to be effective on the date hereof:~~

- ~~1. The code of bylaws annexed hereto and incorporated herein by reference is hereby adopted as the code of bylaws of said corporation, except the right is reserved to the incorporator to elect initial directors.~~
- ~~2. The following named individuals are elected as the initial directors of this corporation to serve and hold office as such until the first annual meeting of the membership and until their successors shall be duly elected and qualified.~~

~~Cloe Chunn ————— Thomas Rumpt
Charlie Gilman ————— Cliff Young
Torrey Sylvester~~

~~This document shall be filed with the minutes of the Directors' meetings.~~

~~Dated — May 14, 1996~~

~~Christopher M. Dawe
Sole Incorporator~~

**BY-LAWS OF THE MAINE CHAPTER OF
THE INTERNATIONAL APPALACHIAN TRAIL/
SENTIER INTERNATIONAL DES APPALACHES**

Date Approved By Members:

ARTICLE I

Name

The name of this corporation shall be the “Maine Chapter of the International Appalachian Trail/Sentier International des Appalaches”.

ARTICLE II

Offices

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in the state of Maine at the location selected from time to time by the Board of Directors.

Section 2. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the state of Maine.

ARTICLE III

Purposes

This corporation has been established for such charitable, educational and recreational purposes as are permitted to organizations exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time before or after the enactment of these bylaws (the “Code”) ~~and for such specific activities in furtherance of the foregoing purposes as are stated in the corporation’s articles of incorporation or as are identified from time to time by the corporation’s Board of Directors,~~ including without limitation the creation, promotion and maintenance of the Maine segment of an international footpath traversing the Appalachian chain of mountains from Mount Katahdin

in Maine to Crow Head, Newfoundland-Labrador, Canada, including side trails, shelters and other appurtenant facilities relating thereto.

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 from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE IV

Nonpartisan Activities

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, or participating or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE V

Dedication of Assets

~~No part of the net earnings or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private shareholder or individual, including any director of the corporation. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation, and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate~~

assets on dissolution of the corporation (except that a director or officer may receive property of the corporation in exchange for fair market value compensation to the corporation).

On liquidation, termination or dissolution of the corporation, all its properties and assets shall be distributed and paid over to ~~such organization or one or more~~ organizations as the Board of Directors may select and as are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose, dedicated to purposes compatible with those of the corporation, which organization or organizations shall have been recognized by the Internal Revenue Service as an organization or organizations described in Section 501(c)(3) of the Code.

Any corporation succeeding to title to property or interest in property of the corporation shall be required to conform to those restrictions or limitations of uses applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the corporation, insofar as this may be accomplished.

ARTICLE VI

Members

Section 1. Membership. There shall be only one class of members and each member shall be entitled to vote on all matters ~~specified~~ required in these bylaws to be voted on by the membership.

Membership shall be open to any person, natural or otherwise, who shares the aims and interests of the corporation. Membership may be conditioned upon the payment of such dues as the Board of Directors may require from time to time. The Board of Directors may undertake all steps necessary and appropriate to advertise the availability of memberships and to solicit and recruit new members.

Section 2. Meetings. Meetings of the membership shall be conducted as follows:

- a) Annual Meetings of the Membership. The members shall hold an annual meeting ~~in the month of March~~ each year at such time and place as the Board of Directors may determine. The purpose of the annual meeting shall be to elect the members of the Board of Directors and to conduct such other business as may be required or permitted by law or these bylaws. At each annual meeting of the membership, the Treasurer of the corporation shall present a financial report describing the receipts and expenditures for the corporation's immediately preceding fiscal year.
- b) Special Meetings of the Membership. ~~The President of the corporation shall call a~~ special meeting of the membership shall be held upon the call of the President, the Board of Directors, or by petition in writing presented to the Secretary and signed (in counterparts or otherwise) by not fewer if so directed by resolution of the Board of Directors or upon petition signed and presented to the Secretary of the corporation by ~~than the~~ members entitled to cast at least 25 percent of the votes. The notice of any special meeting of the membership shall state the time, place and purpose thereof. Such meetings shall be held within 45 days after receipt by the Secretary of said resolution or petition.
- c) Notices. Notices to members of meetings of the membership shall be delivered either by hand, ~~or by~~ prepaid mailing, facsimile, or electronic mail. All such notices shall be delivered to all members not less than 10 nor more than 50 days in advance of the date of the meeting to which the notice relates, shall state the date, time and place of the meeting, the items on the agenda, including any proposed amendment to these bylaws, and the purpose of the meeting in the case of special meetings. Notice sent by mail shall be deemed to have been delivered on the second day after the date of mailing to the address of the members as shown on the records of the corporation. No subject may be dealt with at any ~~annual meeting or~~ special meeting unless the notice for such meeting listed the subject as a topic for discussion at the upcoming meeting.

- d) Quorum. At any meeting of the membership, the presence in person ~~or by proxy~~ of fifteen ~~(15)~~ve or more members, ~~who are not themselves directors of the corporation, plus fifteen~~ (15) fifty percent (50%) of the directors of the corporation, ~~who must themselves be members of the corporation pursuant to Article VII, Section 3 of these bylaws,~~ shall constitute a quorum for the transaction of business. The members present at a duly convened meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum. Any meeting may be adjourned from time to time 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 if the time and place to which the meeting is adjourned are fixed and announced at the time of adjournment, and such time is less than thirty days from the time of adjournment.
- e) Voting. Each member shall be entitled to one vote. Except when a greater number is required by these bylaws, the vote of more than fifty percent of the aggregate votes of the voting members present, in person ~~or by proxy~~, is required to adopt decisions at any duly convened meeting once a quorum has been established.
- f) Proxies. ~~A vote may be cast in person or by proxy. Such proxy may be granted by any member only in favor of another member. Proxies shall be duly executed in writing, shall be valid only for the particular meeting designated therein and must be filed with the Secretary of the corporation before the appointed time of the meeting. Such proxy shall be deemed revoked only by actual receipt by the person presiding over the meeting of written notice or revocation from the grantor of the proxy. No proxy shall be valid for a period in excess of one year after the execution thereof. A proxy is void if it is not dated or purports to be revocable without notice. There shall be no voting by proxy.~~
- g) Conduct of Meetings. The President of the corporation shall preside over all meetings of the Membership, and the Secretary of the corporation shall keep the minutes of the meeting and

record all resolutions adopted at the meeting as well as all other actions occurring therein. The President may appoint a parliamentarian at any meeting. All votes shall be tallied by tellers appointed by the President.

ARTICLE VII

Board of Directors

Section 1. Powers. The Board of Directors shall manage the business, property and affairs of the corporation. 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. Number. The number of directors shall be as set by the membership from time to time, provided there shall always be at least three and not more than 25 directors, and provided further that except as specifically provided by law or by Section 4 of this Article, no director may be removed from office before the expiration of such director's term.

Section 3. Selection, Qualification and Term. The ~~first Board of Directors shall be appointed by the incorporator, and its members shall hold office for one year or until their successors shall have been elected and qualified. Thereafter, the~~ directors shall be elected at the annual meeting of the membership by a vote of a plurality of members present and qualified to vote once a quorum has been established. Each director elected shall serve until the next succeeding annual meeting or until such director's successor shall have been elected and qualified. ~~Each director of the initial Board of Directors shall become members of the corporation as soon as practicable after the qualification for memberships have been established but in no event later than 30 days. Subsequent d~~irectors of the corporation must be members prior to their election to the Board and must maintain their membership in good standing during their tenure on the Board.

Section 4. Vacancies, Resignation and Removal. Any vacancy in the Board of Directors, including newly created directorships created by an increase in the number of directors, shall be filled at the time such vacancy arises or at any time thereafter by the Board of Directors. Such vacancy shall be filled with an interim director who shall serve until the next annual meeting of the membership. Any director may resign from office by delivering a written resignation to the President, any Vice President or the Secretary. Any director may be removed from office, with or without cause, upon the vote of two-thirds (2/3) of ~~all the disinterested~~ members at a duly called meeting of the members, or upon the vote of two-thirds (2/3) of the disinterested directors at a duly called special meeting or regular meeting of the directors. The director or considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. Notwithstanding the foregoing, a director shall be automatically removed if s/he is or has been adjudged mentally incompetent in a court of law.-

Section 5. Compensation of Directors. The compensation of all directors of the corporation shall be fixed by the membership. In the absence of any action of the membership fixing such compensation, the directors of the corporation shall serve without compensation.

Section 6. Meetings of the Board of Directors. Meetings of the Board of Directors shall be conducted as follows:

- a. Annual Meetings of the Directors. The Board of Directors shall hold an annual meeting ~~within ten days following the annual meeting of the membership~~ for the purposes of electing officers, and for any other purpose that may be required or permitted by law or these bylaws to be done by a vote of the Board of Directors. Each director shall be notified of the time, place and date of such meeting at least three days in advance thereof in writing, by telephone or in person by the President, any Vice President, the Treasurer or the Secretary of the corporation.

- b. Special Meetings of the Directors. Special meetings of the Board of Directors may be called by the President, any Vice President, the Secretary, the Treasurer or ~~a majority~~ at least one-third (1/3) of the Board of Directors. The person or persons calling the special meeting shall fix the time and place thereof, although such time and place shall be reasonably convenient for the other directors. Unless notice of a special meeting is waived in the manner prescribed by law or these bylaws, notice of each special meeting of the Board of Directors, in writing, by telephone or in person, shall be given by the person or persons calling the special meeting at least 48 hours in advance thereof. Any written notice shall be considered given to a particular director if addressed to such director at such director's usual or last known business or residence address and deposited in the United States mail in an addressed, post-paid envelope. Neither the business to be transacted at, nor the purposes of, any annual or special meeting of the Board of Directors need be specified in the notice of the meeting.
- c. Attendance as Waiver of Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except if a director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.
- d. Quorum and Vote Required. At any meeting of the directors, ~~one third a majority~~ of the directors then in office shall constitute a quorum for the transaction of business. The directors present a duly convened meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough directors to leave less than a quorum. Any meeting may be adjourned from time to time 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 if the time and place to which it is adjourned are fixed and announced at the time of adjournment. The vote of a majority of the directors present at a meeting at which a quorum is or has been present shall be the act of the

Board of Directors unless the vote of a greater number is required elsewhere in these bylaws or by law.

- e. ~~Action Without a Meeting by Consent. An action required or permitted to be taken at a meeting of the directors, or of a committee of the directors, may 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, and may be stated by any officer of the corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors or such committee at a duly convened meeting hereof. Any such action taken by unanimous written consents may be, but need not be, set forth in such consents in the form of resolutions or votes. Any action which might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors and committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail. The provisions of this subsection VII(6)(e) shall be deemed a "custom of the corporation known generally to its members."~~
- f. Telephone Meetings. Members of the Board of Directors or of any committee designated thereby may participate in a meeting of the Board or of such committee, as the case may be,

by means of conference telephone, webforum, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such manner by any member who does not object at the beginning of such meeting to the holding thereof in such manner shall constitute presence in person at such meeting.

ARTICLE VIII

Committees

Section 1. Executive Committee. The Board of Directors, by resolution, may designate from among its members an executive committee consisting of ~~two or more directors~~ all of the officers, and may delegate to such executive committee all the authority of the Board of Directors in the management of the corporation's business and affairs, except to: (a) amend the Articles of Incorporation or these bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the corporation, dissolution, or distribution of assets; (c) elect officers, directors and Executive Committee members; (d) adopt the corporation's budget; and (e) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on any actions taken. as limited by law or by the resolution establishing the executive committee or by any other resolution thereafter adopted by the Board of Directors. Vacancies in the membership of the executive committee shall be filled by resolution adopted by the Board of Directors then in office. Members of the executive committee may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors. So far as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the Board of Directors shall govern the convening and conduct of meetings of the executive committee.

Section 2. Other Committees. The Board of Directors by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees as the Board of Directors deems necessary, each of which shall consist of one or more directors and such other persons as

designated by Board resolution, which committee shall have and may exercise all of the authority ~~of the Board of Directors in the management of the corporation~~ as shall be provided in such resolution except as otherwise required by law. Members of the committees may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors. So far as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the Board of Directors shall govern the convening and conduct of meetings of the committee.

ARTICLE IX

Officers

Section 1. Number. The officers of the corporation shall be a President, a Secretary and a Treasurer. There may also be one or more Vice Presidents. All such officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. No officer need be a director except the President and any Vice-President. One person may serve in more than one office.

Section 2. Compensation of Officers. The compensation of all officers of the corporation shall be fixed by the Board of Directors. In the absence of any action of the Board fixing such compensation, the officers of the corporation shall serve without compensation.

Section 3. Vacancies, Term and Removal. ~~Any vacancy in an officer position shall be filled at the time such vacancy arises or at any time thereafter by the Board of Directors.~~ The President, any Vice President, the Secretary and the Treasurer of the corporation shall hold office until their successors are chosen by the Board of Directors ~~and quality.~~ ~~Any officer may be removed from office, with or without cause, upon the vote of two-thirds (2/3) vote of the disinterested directors at a duly called special or regular meeting of the directors.~~ ~~The officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting.~~

Section 4. President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the membership and the Board of Directors, shall have charge of the general management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 5. Vice President. The Vice President or Vice Presidents (if there be more than one at any time) shall, in case of the absence or disability of the President and in the order of precedence the Board of Directors shall designate, perform the duties and exercise the powers of the President. In addition, any Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the membership and the Board of Directors and record or cause to be recorded all the proceedings of the membership and the Board of Directors in a book kept for that purpose, and shall perform like duties for the executive committee, if any. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. ~~The Secretary shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the same.~~

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Treasurer shall be.

ARTICLE X

Financial Matters

Section 1. Deposit of Funds. All funds of the corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the Board of Directors may from time to time determine.

Section 2. Checks. All checks, drafts, endorsements, contracts, agreements, notes and evidences of indebtedness of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as the Board of Directors may from time to time determine.

Section 3. Fiscal Year. The fiscal year of the corporation shall be the calendar year, unless otherwise changed by the Board of Directors from time to time.

ARTICLE XI

Corporate Seal

~~The Board of Directors may provide a corporate seal which shall be circular in form and bear the name of the corporation and the words "nonprofit corporation." The form of any such seal may be altered from time to time by the Board of Directors.~~

ARTICLE XII

Amendment of Bylaws

The bylaws of the corporation shall be subject to amendment or repeal, and new bylaws may be made, by the members qualified to vote at any annual or special meeting thereof. Amendments to these bylaws shall be effective upon affirmative vote of a majority of the members qualified to vote according to the procedures set forth in Article VI of these bylaws. Any such amendment is effective immediately upon authorization unless the resolution authorizing the amendment expressly provides otherwise.

ARTICLE XIII

Liabilities and Indemnification

Section 1. Liabilities of Directors and Officers. The officers and directors of the corporation shall not be liable for any act or failure to act if the duties of the officer or director are performed:

- a) in good faith;
- b) with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances and like positions;
- c) with a view of the interests of the corporation. Moreover, the officers and directors of the corporation are to be granted the fullest extent of immunity from civil liability as provided by Section 158-A of Title 14 of the Maine Revised Statutes Annotated or any corresponding provision.

Section 2. Indemnification. The corporation

- a) shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers and directors of the corporation and
- b) may elect to indemnify and hold harmless any employee or agent of the corporation, against expenses, including attorneys' fees, judgments, fines 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 or a party, by reason of their being or having been directors, officers, employees or agents of the corporation; except that no indemnification shall be permitted in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Except for any indemnification ordered by a court or required by these bylaws, such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights which those indemnified may be entitled

under any other bylaw, agreement, or otherwise. Notwithstanding the foregoing provisions of this Section 2 or any other provision of these bylaws, however, the corporation shall not, by granting any indemnity or otherwise, engage in any conduct which permits the inurement to any private individual (within the meaning of the Code) or any part of the net earnings of the corporation.

ARTICLE XIV

Books and Records

The corporation shall prepare and maintain, correct and complete books and records of account and shall also keep minutes of the meetings of its members, and committee, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director or member, or the agent or attorney of either, or any proper person, at any reasonable time, upon reasonable request.