

BY-LAWS
OF
FRIENDS OF CASCO BAY

ARTICLE I

Name, Purpose, Power, Seal and Office

Section 1. Name. The name of this Corporation is Friends of Casco Bay.

Section 2. Purpose. The Corporation shall be organized to ensure that the water quality of Casco Bay is improved, to protect the ecosystems of the bay from degradation, to promote the sustainable use and enjoyment of the bay's resources, to educate the public about the marine environment of Casco Bay, and to support continued scientific study of that environment.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(e) of the Code.

Section 3. Powers. The Corporation shall have all the powers which are authorized to non-profit corporations by the Maine Nonprofit Corporations Act; provided the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) as an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code, or (ii) as a corporation contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(e) of the Code.

It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(e) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, provided that the Corporation shall have the power to make an election under Section 501(h) of the Code. Likewise, no substantial part of the activities of the Corporation shall be the provision of "commercial type insurance" within the meaning of Section 501(m) of the Code. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws.

Section 4. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. Such seal shall normally be kept in the custody of the Clerk, and the Directors may order such additional seals as may be necessary.

Section 5. Offices. The principal office of the Corporation shall initially be at South Portland, County of Cumberland and State of Maine. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II

Membership

Section 1. Membership Qualification. Membership in the Corporation shall be open to all persons regardless of race, color, religion, age, national origin, sex or sexual orientation and the activities of the Corporation will be conducted on a similar non-discriminatory basis.

Section 2. Membership Classes and Rights. The Corporation shall, initially, have three classes of members known as “regular members”, “corporate members” and “student members.” Regular members, corporate members and student members shall have all the rights and benefits of membership, including voting rights, attendance at membership meetings, and receipt of newsletters and other membership information. The Corporation may have one or more additional classes of membership, each class having such rights and benefits and paying such dues, as the Board of Directors shall determine.

Section 3. Election. Members shall be admitted to membership upon the payment of dues required for the appropriate membership status. The election procedures for additional classes of membership, if any, shall be within the discretion of the Board.

Section 4. Dues. Members shall be required to pay dues in such amounts with respect to their class of membership as are from time to time established by the Board of Directors.

Section 5. Voting Rights. Each regular, corporate, and student member shall be entitled to one vote.

ARTICLE III

Membership Meetings

Section 1. Annual Meeting. Members of the Corporation shall meet annually at a time and place within the State of Maine selected by the Board of Directors. At this meeting the President and the Treasurer will present annual reports of the activities of the Corporation.

Section 2. Special Meetings. Special meetings of the members for the purpose of conducting the business of the Corporation may be called by the President or by any ten members of the Board of Directors, which meetings shall be conducted at a time and place within the State of Maine determined by the President or members of the Board of Directors calling such special meeting. Special meetings of the members may also be called by members having 10% or more of the votes entitled to be cast at such meeting.

Section 3. Quorum Requirement. At all membership meetings, twenty regular members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the regular members present at any membership meeting at which there is a quorum shall be the act of the membership, except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is a quorum, a majority of those present may adjourn the meeting from time to time without further notice to any members.

Section 4. Notice of Meetings. Notice of the time, place and purpose or purposes of said annual meeting or special meeting shall be sent to each member entitled to vote at such meeting. When a meeting is adjourned for whatever reason, for thirty (30) days or more, notice of the adjourned meeting shall be given as provided in this section. Notice of a meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. Notice of meetings may be delivered by any means used in conventional commercial practice, including by hand delivery, mail, commercial delivery or electronic transmission.

Section 5. Vote by Proxy. A proxy may be used for voting at any Annual Meeting or Special Meeting provided that such proxy is cast only for items for which notice was provided in accordance herewith, and such proxy is received in writing or by electronic transmission, by the President or Clerk no later than 48 hours prior to the published meeting time. The member making the proxy must be reasonably identifiable on the face of the proxy, and the proxy must be signed by the member if received in a manner other than by email. No proxy shall be valid after eleven (11) months from the date of its execution.

ARTICLE IV

Directors

Section 1. Elections. The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected by the then existing membership at its annual meeting. The directors shall be chosen by a majority of the votes of members attending the annual meeting. Additionally, nominations for Directors subject to election at the annual meeting may be made by any five (5) regular members of the Corporation at the annual meeting of the members.

Section 2. Allowable Number and Qualification. The number of Directors of the Corporation shall not be less than eight or more than thirty, but such permitted number may be increased or decreased, consistent with the Articles of Incorporation, by amendment in the manner set forth in Article XV hereof. When the number of Directors is so decreased by amendment each Director in office shall serve until his term expires, or until his resignation or removal as herein provided. The Board of Directors shall be comprised of the President, Vice-President, Treasurer, Clerk and other persons as may from time to time be nominated by the Board and approved by the membership. The composition of the Board of Directors shall at all times comply with any state or federal laws regarding financially interested persons, including Title 13-B, Maine Revised Statutes Annotated, section 713-A, as it may hereafter be amended.

Section 3. Terms of Office. All members of the Board of Directors shall be elected for a three-year term. Three-year terms will be staggered to ensure balanced turnover each year. Members of the Board shall be limited to serving no more than three full and consecutive terms. Following at least one year's absence from the Board a former Director may again serve as a Director. A Director's term will be extended, without prejudice, for an additional year if needed to complete a two-year term as an officer of the corporation.

Section 4. Honorary Directors. The Board of Directors may appoint Honorary Directors of the Corporation. Honorary Directors shall be non-voting Directors and shall not be counted in the number of Directors permitted pursuant to Section 2 above.

Section 5. Resignation. Any Director may resign at any time by giving thirty (30) days written notice of such resignation to the President of the Board of Directors.

Section 6. Filling of Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the Directors then serving, at a meeting, even though less than a quorum is present, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the membership when he or she is eligible, if nominated by the Board, to be elected to a first full term. To the extent that the number of Directors serving on the Board of Directors at any given time is less than the maximum number of Directors set forth in section 2 above, there shall be deemed to be vacancies on the Board of Directors for purposes of this section.

Section 7. Regular Meetings. The Board of Directors will hold meetings at least quarterly at such times and places as the Board of Directors shall determine.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by him or her on the written request of any five (5) Directors, which notice may be delivered by hand, mail or electronic transmission.

Section 9. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mail or electronic transmission at least three days before the meeting to the usual business or residence address of each Director, but such notice may be waived by any Director. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his address as it appears on the books of the Corporation, with postage prepaid; or, if sent by electronic transmission such notice shall be deemed to be given when transmitted. Any business may be transacted at any Directors' meeting. Attendance, in person, shall constitute waiver of notice unless attendance is made for the sole purpose of objecting to the notice procedure. Any Director may, at any time, waive his right to notice.

Section 10. Member Access to Meeting Agenda. Any member may request inclusion of a topic on the agenda of a Board of Directors' meeting. To do so, a member shall request consideration of a topic through the President. The President shall have the right to determine the priority and timing for consideration of such a topic. The Executive Committee shall have the right to refuse consideration of such a topic.

Section 11. Presiding Officers. At all meetings of the Board of Directors, the President or, in his or her absence, a chairperson chosen by the Directors present shall preside.

Section 12. Vote by Proxy. A Director may vote by proxy at any meeting of the Board of Directors, provided that a vote cast by proxy may only be cast with respect to items on the agenda for such meeting. Votes outside a meeting may be taken in writing or by electronic transmission. The results of these votes will be entered into the minutes at the next meeting of the Board.

Section 13. Quorum. At all meetings of the Board of Directors one-third of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. Directors voting by proxy shall not be counted for purposes of determining whether a quorum is present at a meeting of the Board of Directors. If at any meeting no quorum is present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

Section 14. Directors' Conflicts of Interest. Directors shall exempt themselves from voting on any matter in which they or their immediate family have any direct material or personal interest. Transactions between the corporation and its Directors and Officers shall be governed in accordance with any applicable state or federal laws regarding conflicts of interest, including Title 13-B, Maine Revised Statutes Annotated, section 718.

Section 15. Compensation and Expenses. Directors shall not receive any salary or compensation for their services but by submission of receipts and approval by

the Treasurer may be reimbursed for their out-of-pocket expenses, provided such expenses were incurred under a pre-approved budget. Non-budgeted expenses may be reimbursed upon submission of receipts and approval of the Executive Committee.

Section 16. Powers. All the corporate powers, except such as are otherwise provided by these Bylaws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, or to an Executive Director, if any, such powers as they may see fit.

Section 17. Removal. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds of all the Directors present at any regular or special meeting called for the purpose.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation shall be the President, Vice President, Clerk, and Treasurer with such duties as are set forth below. No person may hold the office of President and Treasurer at the same time. All officers of the Corporation shall serve as full members of the Board of Directors, with full voting rights hereunder.

Section 2. Election. The President, Vice President, Clerk, Treasurer and other officers, if any, shall be elected by the Directors for term lasting two years or until their successor shall be elected and shall have accepted service as an officer of the Corporation. The Executive Committee will nominate the candidates for office, and the President shall present the nominations to the Board of Directors. After each annual election of Directors, the current Directors will vote to elect the officers of the Corporation by a majority vote.

Section 3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the office shall be filled by an officer elected by the Directors then serving, at a meeting, even though less than a quorum is present, by affirmative vote of the majority thereof, and the officer so elected shall hold office and serve until the next annual meeting and the election and qualification of his or her successor or his or her re-election to the office.

Section 4. President. The President shall, when present, preside at all meetings of the Members and Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 5. Vice President. The Vice-President shall, in the absence of or in the case of disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. Clerk. The Clerk, who shall be a resident of the State of Maine, shall discharge all duties required of him or her by the laws of the State of Maine or by the Board of Directors. He or she shall act as the agent of the Corporation in the State of Maine upon whom process against the Corporation may be served. In the temporary absence, incapacity or inability to act of the Clerk, a temporary Clerk shall be chosen by the Directors. The Clerk shall attend meetings of the Board of Directors and shall keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings. He or she shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these Bylaws may require or as the Board of Directors may prescribe.

Section 7. Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation. He or she shall furnish to the President and the Board of Directors, whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these Bylaws may require or the Board of Directors may prescribe.

Section 8. Salaries. Officers shall not receive any compensation or salary, but may by submission of receipts and approval by the Treasurer, be reimbursed for their out-of-pocket expenses provided that such expenses were incurred under a pre-approved budget. Non-budgeted expenses may be reimbursed upon submission of receipts to the Treasurer and approval by the Executive Committee.

Section 9. Removal. Any officer may be removed from office with or without cause by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for the purpose.

ARTICLE VI

Committees

Section 1. Executive Committee. The Executive Committee shall be composed of the President, the Executive Director, if any, and not less than three (3) Board members appointed by the President and approved by the Board of Directors. The Executive Director will be a non-voting member of the Executive Committee. The President will be the Chairman of the Executive Committee, which shall meet as needed. The President, the Executive Director or any three other members of the Committee may call a meeting of the Executive Committee. The Executive Committee shall be

responsible for budget review, regular financial oversight, establishing fiscal policies, reviewing the compensation and benefits of personnel, strategic plan implementation and monitoring and overseeing the performance of the Executive Director. Except for the power to fill vacancies in the Board of Directors and as may otherwise be provided by law or by the Board of Directors, the Executive Committee, during the intervals between the meetings of the Board, may exercise all of the powers of the Board of Directors in the oversight of the affairs of the Corporation. It shall regularly report its actions to the Board of Directors. A majority of its members shall constitute a quorum.

Section 2. Professional Advisory Board. The Board of Directors may designate certain persons to serve as a Professional Advisory Board representing those disciplines relating to the protection and stewardship of Casco Bay. A chairman of the Professional Advisory Board may be elected by its members. The members of the Professional Advisory Board shall perform their professional advisory duties as the Board of Directors shall determine.

Section 3. Committees. Committees may be established from time to time by the Board of Directors, consisting in whole or in part of non-Directors, as it deems desirable. The President with the approval of the Board of Directors shall appoint committee members and the committee chair of each such committee.

Section 4. Advisory Committees. The Board of Directors may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. Such advisory committees shall advise and aid the officers of the Corporation in all matters designated by the Board of Directors.

Section 5. Term/General Duties. The members of any committee shall serve at the pleasure of the Board of Directors, except the President and the Executive Director who shall have permanent positions on the Executive Committee in accordance with section 1 above. Each committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 6. Salary. The members of any committee, except for the Executive Director, if any, shall not receive any compensation or salary for their services but may, by submission of receipts and approval by the Treasurer, be reimbursed for their out-of-pocket expenses, provided that such expenses were incurred under a pre-approved budget. Non-budgeted expenses may be reimbursed upon submission of receipts to the Treasurer and approval by the Executive Committee.

ARTICLE VII

Agents, Representatives and Executive Director

Section 1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law. Specifically, the Board of Directors may appoint an Executive Director to act as the chief administrative officer of the Corporation. The Executive Director, if any, shall administer the Corporation in a manner consistent with the policies established by the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors. The Executive Director, if any, shall be a non-voting member of the Board of Directors.

Section 2. Executive Director. The Executive Director shall be the chief executive officer of the Corporation. He or she shall have the general executive management and control of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these Bylaws or as may be prescribed from time to time by the Board of Directors. All staff of the Corporation shall be responsible to the Executive Director or to such officer or officers as he or she may designate for the satisfactory performance of their respective duties. The Executive Director shall propose policies and programs and bring such matters to the attention of the Board of Directors as are appropriate to keep the Board of Directors fully informed in order to meet its policy making responsibilities. Except as otherwise provided, the Executive Director shall be an *ex officio* member of the Board of Directors and of the Executive Committee.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

All checks, drafts, notes, bonds, and orders for the payment of money of the Corporation; all deeds, mortgages, leases and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by the President or Treasurer. The Board of Directors may, however, authorize any officer or agent to sign any of such instruments for and on behalf of the Corporation, without necessity of countersignature; may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. 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.

ARTICLE IX

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall initially commence on April 1 of each year and end on March 31, and may be amended by action of the Board of Directors.

ARTICLE XI

Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522(a)(e) of the Code.

ARTICLE XII

Prohibition Against Sharing in Corporate Earnings

No director, officer, employee, agent or representative of this Corporation, or any other private individual shall receive or be entitled to receive at any time any of the net earnings, pecuniary profit from the operations of the Corporation, or assets of the Corporation provided that this shall not prevent the payment to any persons of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XIII

Indemnification of Directors and Officers; Insurance

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer or director of the Corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful. Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in these Bylaws. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under this Article.

ARTICLE XIV

Amendments

These Bylaws may be amended, altered or repealed and new Bylaws adopted by a vote of the Friends of Casco Bay Board of Directors. A report of the approved amendment or alteration or adoption of new Bylaws shall be made to the membership at the subsequent annual meeting.

ARTICLE XV

Distribution of Assets Upon Dissolution

Upon the 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 in the discretion of the Directors to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization under Section 501(c)(3) of the Code, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, Maine Revised Statutes Annotated, as amended.

Amended: May 11, 2007.

Adopted by Board: June 19, 2007.

Ratified by Members: October 21, 2007.

Amended: February 16, 2010: (Article X).