

Sportsman's Alliance of Maine, Inc.
205 Church Hill Road, Suite 1
Augusta, Maine 04330-8210
207 623-4589

Sportsman's Alliance of Maine, Inc.



CORPORATE BYLAWS

Adopted on September 12, 2015 at the Annual Meeting of
The Sportsman's Alliance of Maine, Inc.

Table of Contents

ARTICLE I. Name, Location, and Corporate Seal	3
Section 1. Name and Location	3
Section 2. Corporate Seal	3
ARTICLE II Purpose, Powers and Dissolution	3
Section 1. Purpose	3
Section 2. Powers	4
Section 3. Dissolution	4
ARTICLE III. Membership and Meetings of Members	5
Section 1. Membership	5
A. Individual and Family Memberships	5
B. Life Member	5
C. Life Family Member	5
D. Senior Life Member	5
Section 2. Annual Meeting	5
Section 3. Special Membership Meetings	6
Section 4. Notice of Membership Meetings	6
Section 5. Quorum and Voting at Membership Meetings	6
ARTICLE IV. Board of Directors and Meetings of the Board of Directors	6
Section 1. Number and Term	6
Section 2. Powers and Duties	6
Section 3. Eligibility, Terms, and Election of Board Members and Officers	7
A. Board Eligibility	7
B. Board Nominations	7
C. Directors Nominations	7
D. Election Committee	8
E. Contested Ballots	8
F. Uncontested	8
G. Election of Officers	8
Section 4. Vacancies and Removal of Directors	8
A. Filling Vacancies	8
B. Removal of Directors	8
Section 5. Regular Meetings	8
Section 6. Special Meetings	8
Section 7. Quorum	9
Section 8. Permanent Committees	9
A. Executive Committee	9
B. Committee on Nominations	9
Section 9. Other Committees and Procedures	9
Section 10. Conflict of Interest	10

ARTICLE V. Officers and Executive Director	10
Section 1. Designation of Officers	10
Section 2. Election and Term of Officers	10
Section 3. Powers and Duties of the President	10
Section 4. Powers and Duties of the Vice President	10
Section 5. Powers and Duties of the Clerk	10
Section 6. Powers and Duties of the Treasurer	10
Section 7. Bonds	11
Section 8. Vacancies	11
Section 9. Executive Director	11
ARTICLE VI. Contracts	11
ARTICLE VII. Fiscal Year	11
ARTICLE VIII. Rules of Order	12
ARTICLE IX. Board Action Taken Without a Meeting	12
Section 1. Unanimous Action by Directors Without a Meeting	12
Section 2. Informal or Irregular Action by Directors	12
ARTICLE X. Amendments	12
ARTICLE XI. Indemnification of Members of the Board of Directors	13
ARTICLE XII. Severability	13

ARTICLE I

Name, Location, and Corporate Seal

Section 1. Name and Location: The name of this corporation shall be Sportsman's Alliance of Maine, Inc. The principal office of the corporation shall be in Augusta, Maine.

Section 2. Corporate Seal: The corporate seal shall be circular in form and shall bear the following words "Sportsman's Alliance of Maine" set within the circle.

ARTICLE II

Purpose, Powers and Dissolution

Section 1. Purpose: The purposes for which this corporation is formed are as follows:

The said corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. Its purposes shall be co-extensive with the purposes set forth in Section 501 (c) (3) of the United States Internal Revenue Code of 1954 or the corresponding provision in effect of any future United States Internal Revenue Law. It is intended that the corporation will be exempt from taxation under Section 501 (c) (3) and will qualify to receive tax deductible gifts under Sections 170, 2055, 2106 (a)2A and 2522 of the said Code. Notwithstanding any other provisions of this Code of Regulations, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax or by a corporation, contributions to which are deductible under the above sections of the Code.

Among the charitable, educational and scientific purposes for which the corporation is formed are the following specific purposes:

- A. To develop and provide information on wildlife resources, field sports and conservation programs that will benefit such resources, sports and programs.
- B. To educate the public concerning the American heritages of hunting, trapping and fishing.
- C. To initiate and participate in litigation in the courts when necessary to protect the beneficial pursuits of hunting, trapping, fishing and scientific wildlife management practices.
- D. To promote and explain field sports, wildlife conservation and scientific wildlife management practices through literature, films, the press, television and radio.
- E. To provide organizations throughout the state in financial and management assistance programs to achieve these purposes.

- F. To acquire and develop moneys to be used for scholarships and awards relative to these purposes.
- G. Defend and protect the right of individuals to keep, use and bear firearms.
- H. To do any and all things that are necessary for, or incident to, the purposes hereinbefore stated.

Section 2. Powers:

Solely as a means of accomplishing the foregoing purposes, this nonprofit corporation shall have the following powers:

- A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer judicial order or decree, or otherwise for any of its objects and purposes, any property, both real and personal of whatever kind, nature or description and wherever situated.
- B. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- C. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, by lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- D. In general, to exercise such other powers which now or hereafter may be conferred by law upon a nonprofit corporation organized for the purposes hereinabove set forth, or necessary or identical to the powers so conferred or conducive to the attainment of the purposes of the corporation subject to such limitations as are or may be prescribed by law.

Section 3. Dissolution:

In the event of the dissolution of the Sportsman's Alliance of Maine, Inc., the assets and any unexpended income remaining after making provisions for the payment of all the liabilities of the organization, shall be distributed exclusively to such organizations designated by the Board of Directors which are organized and operated exclusively for charitable, educational or scientific purposes as shall qualify at the time as exempt under Section 501 (c) (3) of the Internal Revenue Code of,1954, or as may be hereinafter amended. No private member, officer, trustee or private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the organization.

ARTICLE III

Membership and Meetings of Members

Section 1. Membership: Membership of the corporation is open to all persons subscribing to its purposes, and to all families (consisting of head of family and/or spouse and/or children under the age of 18). Only members eighteen (18) years old and over shall possess full voting and other rights as outlined elsewhere in these Bylaws. The following categories of membership will be available:

- A. Individual and Family Memberships: Membership fees for individual and family memberships shall be determined by the Board of Directors.
- B. Life Member: To who shall be issued on payment of \$500, a certificate entitling the holder to membership in the Alliance for life and, without payment of the annual service fee, all services offered annually to regular SAM members.
- C. Life Family Member: For a principal and spouse, to whom shall be issued on payment of \$600, a certificate entitling the holders to membership in the Alliance for life, and without payment of the annual service fee, all services offered annually to regular SAM members.
- D. Senior Life Member: For members sixty-five (65) years of age and older, to whom shall be issued on payment of \$250, a certificate entitling the holder to membership in the Alliance for life, and without payment of the annual service fee, all services offered annually to regular SAM members.

At any time a member may move into another category of membership as listed above, on payment of the difference between his or her current category and the category of membership sought. Once a person has fully qualified for a category of life membership, any change in the schedule of life member dues shall not cause any change in the member's life membership category. The Board may establish payment plans appropriate for the categories of Life Membership, in order to promote and encourage member participation. Membership fees are set by the Board of Directors; these fees may be temporarily decreased as part of a promotion to increase or upgrade memberships.

All Life Membership dues shall be set aside in a separate Endowment Fund (the Fund). At the discretion of the Board of Directors, but at least once a year on June 30th, there shall be an accounting of the Fund to determine its total value including principal and any income earned to date. If the total value of Fund is greater than \$250,000, the amount in excess of \$250,000 may be transferred to another SAM account and may be utilized as determined by the Board of Directors. At the discretion of the Board of Directors, other funds may also be deposited into the Endowment Fund.

Section 2. Annual Meeting: The annual meeting of the members of this corporation shall be held, at such place within the State of Maine and at such hour of the day and date as may be determined and designated by the Board of Directors, or in the event of their failure to make such determination, by the President. Such meeting may be adjourned from time to time until

business is completed.

Section 3. Special Membership Meetings: Special meetings of the members may be called at any time by the President, or by vote of the Board of Directors. A special meeting of members may also be called by members having a written petition signed by at least 5% of the members entitled to cast a vote at such meeting.

Section 4. Notice of Membership Meetings: Notice of the annual meeting, or any regular or special membership meetings, shall be sufficient at least thirty (30) days before the meeting notice is published in the SAM News, mailed to each member and/or electronically mailed to each member at least thirty (30) days before such meeting. Notice of a meeting adjourned for less than 30 days need not be given if in the time and place of the adjourned meeting are announced at the meeting at which the adjournment was taken.

Section 5. Quorum and Voting at Membership Meetings: At all meetings of the members except as may be otherwise provided by law, there shall be present in person at least ten percent (10%) of the members or fifty (50) members, whichever is less, in order to constitute a quorum, but any less number may adjourn a meeting from time to time until a quorum shall be present. At all meetings of the members, each member present in person shall be entitled to one vote, and in the case of a family membership, each spouse shall be entitled to one vote. Voting by proxy is prohibited. The act of a majority of the members present and voting at such meeting shall be the act of the members.

ARTICLE IV

Board of Directors and Meetings of the Board of Directors

Section 1. Number and Term: The Alliance shall be governed by a Board of Directors, consisting of 12 (twelve) members at large, elected from among the membership. Each Director shall be elected for a term of 3 (three) years, and 1/3 (one third) of the Directors' terms shall expire each year.

Section 2. Powers and Duties: The Board of Directors shall have general power to manage and control the affairs and property of the Alliance, and the funds of the Alliance shall be expended or applied in accordance with the purposes of the Alliance only as may be directed by authorization of the Board of Directors. They shall also have the following specific powers:

- A. To call a meeting of the members whenever they deem it necessary by giving notice thereof as required by these Bylaws.
- B. To make policies consistent with these Bylaws, for the guidance of the Officers, and management of the business and affairs of the Alliance.
- C. To incur such indebtedness, as they may deem necessary, but not contrary to the Laws of the State of Maine.

- D. To purchase and sell any and all lands, buildings, and any and all other property which they may deem necessary and beneficial to the Alliance.
- E. To authorize the issuance of any notes, bonds or other obligations of the Alliance and pledges or mortgages of its property.
- F. To fix the compensation, if any is deemed advisable, of all Officers and employees.

Section 3. Eligibility, Terms, and Election of Board Members and Officers:

- A. Board Eligibility: Membership on the Board of Directors is limited to those who have been SAM members for at least the previous 12 months.
- B. Board Nominations: No later than the first meeting of the Board of Directors following the beginning of the fiscal year, the President shall appoint a nominating committee which shall consist of at least four Directors chosen at the President's discretion. Said committee shall submit nominees for election to the Board of Directors and the general membership in writing at least two (2) calendar months before the date of the annual meeting of the organization. The general membership of the organization shall be encouraged to submit other nominees for positions on the Board of Directors, provided, however, no such additional nominations shall be considered unless they are received by the Secretary of the Corporation at least one (1) full calendar month before the annual meeting date and unless they are accompanied by a nomination petition containing the signatures of at least fifty (50) members of the organization in addition to the nominee. The Secretary shall forward copies of such petitions timely received, to the membership at least fifteen days before the Annual Meeting. No nominations for membership to the Board of Directors may be made during the Annual Meeting except in the case where all the persons nominated for a particular office had withdrawn their names from consideration for the office.
- C. Directors Nominations: At least ninety days before the Annual Meeting, the Board of Directors shall confirm a Nominating Committee of SAM Board members. The Nominating Committee will present a slate of Directors to be considered that year. The Nominating Committee shall present a slate of Directors to the Board of Directors prior to the slate being published in the SAM News. The Nominating Committee's slate of Directors may be modified or amended, in whole or in part, by a two-thirds (2/3) vote of the Board of Directors. Said slate, together with all nominations received by petition, shall be mailed or published in the SAM Newsletter at least thirty (30) days before said Annual Meeting. As to such Directors so nominated in which no contest exists, they shall be duly elected as of said Annual Meeting, without further action.

When considering candidates for nomination to the Board; the Nominating Committee shall, in addition to other factors, consider the need for the following;

- 1). A geographically and demographically diversified Board,
- 2). A Board that represents the various outdoor and firearms interests, and
- 3). Candidates that possess the leadership, skills and talent needed on the Board.

The Nominating Committee should actively recruit Board candidates to meet these goals.

- D. Election Committee: At least sixty (60) days before the Annual Meeting, if there is a contested election for the Board of Directors, the President shall appoint three (3) members of the Nominating Committee to an Election Committee to conduct the election.
- E. Contested Ballots. The Election Committee shall examine each ballot submitted to determine which candidate(s) the member has voted for. If a voter marks more names for an office than there are vacancies to be filled, the voter's vote for that office may not be counted.
- F. Uncontested Election: When only one (1) candidate has been nominated for every open seat on the Board subject to election, the Executive Director shall so advise the Board of Directors. The candidates are automatically elected without further action, and their election shall be reported at the Annual Meeting
- G. Election of Officers: The Nominating Committee shall present a slate of Officers at the next Board of Directors Meeting following the annual meeting. All Officers nominated and elected must be members of the Board of Directors.

Section 4. Vacancies and Removal of Directors:

- A. Filling Vacancies: Any vacancy in the Board of Directors that may occur by death, resignation, removal or otherwise shall be filled by majority vote of the Board of Directors at any meeting of the Board after notice of said vacancy or vacancies shall have been advertised in the SAM News, or if there are no remaining members of the Board of Directors, by vote at any meeting of the members. A Director elected to fill such a vacancy shall be elected for the unexpired term of his or her predecessor.
- B. Removal of Directors: At a special meeting of the membership called expressly for that purpose, the entire Board of Directors or any individual Board Member may be removed, with or without just cause, by the affirmative vote of two-thirds (2/3) of the membership entitled to vote for Directors

Section 5. Regular Meetings: The Board of Directors will hold regular monthly meetings, at times and places of their choosing, to be open to all members. Board members may add any item to the agenda, provided such items are delivered in writing to the SAM office at least 7 (seven) days prior to the meeting. The Board of Directors may, from time to time during the regular meeting, adjourn into executive session by a majority vote of all Board members present and voting. Executive session shall exclude all persons not members of the Board, except for persons invited by majority vote of the Board.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by the President, or if he or she is absent or is unable to act, by the Vice President, or by any two Directors. Special meetings of the Board of Directors may be held at such place or places as may

be designated in the notice of the meeting

Section 7. Quorum: Forty percent (40%) of the members of the Board of Directors then in office constitute a quorum for the transaction of business, but any less number may adjourn any meeting from time to time until a quorum shall be present.

Section 8. Permanent Committees: The President shall appoint, and the Board shall confirm by majority vote at the next scheduled meeting following the annual meeting, the chairs of the following permanent committees, unless duly noted otherwise herein. All committee chairs must be members of the Board of Directors.

The President shall appoint, in consultation with the chair of each committee, and the Board shall confirm by majority vote at the next scheduled Board meeting following the annual meeting, the following permanent standing committees of the corporation. The Board of Directors shall approve all plans and reports of all committees, before any action is taken, unless otherwise duly noted herein. The membership and duties of these committees shall be:

- A. Executive Committee: The Executive Committee shall be chaired by the SAM President, and consist of the four (4) Officers of the alliance, as designated in Section 1, Article V below. This Committee shall provide leadership and guidance for the alliance, including long range planning, establishment of goals and objectives, and the policies of the organization. It shall create and maintain the SAM policy manual, subject to the approval of the Board of Directors.

The Board of Directors may delegate to the Executive Committee the power and authority to act on behalf of the Board of Directors in broad areas or specific circumstances, to the extent allowed by law. Under this authority, the act of the Executive Committee shall be deemed to have the same effect as an act of the Board of Directors.

- B. Committee on Nominations: The Nominating Committee shall be chaired by the Vice President, and at least three (3) other Board members, nominated and confirmed by the Board. This Committee shall convene and operate in accordance with procedures outlined in article IV, section 4; Term of Board Members, and Election of Directors and Officers.

Section 9. Other Committees and Procedures:

- A. Other temporary committees and subcommittees shall be appointed by the President and confirmed by the Board.
- B. Membership on all committees, except the Nominating Committee, may include representation from the general membership. Such members shall be appointed by the President and confirmed by the Board of Directors.
- C. All committees shall meet as often and whenever appropriate for the most efficient conduct of the business of the Alliance, and render a written report of its activities and recommendations to the Board at its next meeting.

Section 10: Conflict of Interest: Each Board member is required to disclose his or her membership in any organization(s) or group(s) opposed to SAM's mission, and any substantial business or financial interests with SAM's vendors or suppliers. Further, a Director is required to abstain from voting on any matter in which he or she might benefit financially. No person may be a director or officer of SAM, and simultaneously be an employee of the corporation.

ARTICLE V

Officers and Executive Director

Section 1. Designation of Officers:

The Officers of the Alliance shall consist of a President, Vice President, Clerk and Treasurer.

Section 2. Election and Term of Officers: The Officers of the Alliance shall be elected by the Board of Directors from among its membership, in accordance with procedures in Article IV, Section 4, Subsection J. All of the Officers herein named shall hold office for one (1) year, commencing with the end of the first Board meeting following the annual meeting and until their successors have been elected and qualified, except in the event of resignation or disqualification. The president term shall be limited to two (2) three year terms.

Section 3. Powers and Duties of the President: The President shall preside at all meetings of the Board of Directors and of the members. He or she shall appoint all standing and ad hoc committees in accordance with article IV, section 10, and shall serve as an ex officio voting member of all committees, except the Nominating Committee. The President shall supervise the Executive Director. The President shall serve as chair of the Executive Committee.

Section 4. Powers and Duties of the Vice President: The Vice President shall perform all duties of the President in the absence of the President and serve on the Executive Committee.

Section 5. Powers and Duties of the Clerk: The Clerk shall see that a record of all meetings of the Alliance and members is kept, shall perform all duties incidental to the office prescribed by law or these Bylaws, and shall-serve on the Executive Committee.

In the absence or disability of the Clerk any other Officer may certify documents as Acting Clerk. Documents so certified shall have the same force and effect as if they had been certified by the Clerk.

Section 6. Powers and Duties of the Treasurer: It shall be the duty of the Treasurer to be the custodian of all funds of the Alliance, to be responsible for their safekeeping, to render a financial report and such other reports as may, from time to time, be requested by the Board of Directors. All funds received by the Alliance shall be deposited to its credit in depositories approved by the Board of Directors. All bills of the Alliance shall be paid by check. Checks drawn by the Alliance shall be signed by the Treasurer or his or her designated agent so

approved by the Board of Directors. All drafts, notes, deeds, mortgages, contracts and other instruments of the corporation must be signed in the name of the Alliance by the Treasurer, the President, or a designee upon authorization of the Board of Directors. The Treasurer shall chair the Budget and Property Committee, and serve on the Executive Committee.

Section 7. Bonds: The Board of Directors may at any time require an Officer of the Alliance to give security to the Alliance for the faithful performance of his or her duties in such sum and with such surety as the Board of Directors may require. The cost of such bonds will be paid by the Alliance.

Section 8. Vacancies: Any vacancy occurring among the Officers of the Alliance may be filled by the Board of Directors for the unexpired balance of any term in such office or position, from among currently serving members of the Board, by majority vote in secret ballot.

Section 9. Executive Director: The Board of Directors may employ or engage an Executive Director who shall be under the direction of the Board of Directors and who shall be the general executive of the Alliance. The Executive Director shall be responsible for managing the business affairs of the Alliance. He or she shall execute programs and policies approved by the Board of Directors. He or she shall, on behalf of the Alliance, employ, direct and supervise staff members as authorized by the Board of Directors, and staff shall be directly responsible to him or her for the performance of their duties. He or she shall meet with and advise the Board of Directors, and standing and special committees. The Executive Director shall serve at the will of the Board of Directors.

ARTICLE VI

Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Alliance to enter into any contract or to execute under the Corporate Seal or otherwise and to deliver any instrument, and such authority may be general or confined to specific instances; and unless so authorized, no Officer, agent or employee shall have the authority to bind the Alliance by any contract or engagement or in any amount.

ARTICLE VII

Fiscal Year

The Fiscal Year of the Alliance may be established by an affirmative vote of the Board of Directors.

ARTICLE VIII

Rules of Order

Parliamentary procedure as specified in "Robert's Rules of Order" shall govern the conduct of all meetings of the members and of the Board of Directors.

The Board of Directors may adopt, by a two-thirds vote, such other reasonable rules for the conduct of the business of the corporation, as it shall deem necessary. Additional rules so adopted shall take precedence over Robert's Rules of Order.

ARTICLE IX

Board Action Taken Without a Meeting

Section 1. Unanimous Action by Directors Without A Meeting:

Unless otherwise provided by the articles of incorporation or bylaws, any action required by this Act to be taken at a meeting of the directors of a corporation, or any action which may 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 the same effect as a unanimous vote.

Section 2. Informal or Irregular Action by Directors:

Emergency matters which may arise between scheduled meetings of the Board of Directors may be placed before the Board of Directors for a vote by mail ballot or electronic mail upon the unanimous approval of the President, the Treasurer and the Chairman of the standing committee. Two-thirds (2/3) or more of the Directors must cast a ballot and a simple majority of the votes cast shall prevail. The Board may determine that certain matters of SAM business must be placed before the SAM membership, and may conduct a poll of the current active membership, under procedures specified and approved by the Board for that purpose.

ARTICLE X

Amendments

These Bylaws may be altered, amended, repealed or new bylaws adopted at any meeting of the members of the Alliance, by an affirmative vote of a majority of all the members present at the meeting, provided that in the call for the meeting, notice is given of the proposed alteration, amendment or addition; also provided that the membership is given sufficient notice as outlined in Article III Section 4 of these Bylaws.

ARTICLE XI

Indemnification of Members of the Board of Directors

Any person, including the heirs, executors and administrators of such person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, including any action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that:

- A. He or she is or was a member of the Board of Directors or Officer of the Alliance, or
- B. He or she is or was a member of the Board of Directors or Officer of the Alliance and is or was serving at the request of the Alliance as a member of the Board of Directors, office, employee, or agent of another corporation, partnership, joint venture, trust or other enterprises, shall be indemnified by the Alliance if, as and to the extent authorized by the Laws of the State of Maine, against all liabilities and expenses, including attorney's fees, judgments, fines and penalties and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding.

The Alliance may indemnify any person, including heirs, executors and administrators of such person who is or was an employee or agent of the Alliance, or is or was serving at the request of the Alliance as a member of the Board of Directors, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by the foregoing sentence. The indemnification provided by this Article and by the Laws of the State of Maine shall not be deemed inclusive, insofar as permitted by law, of any other rights to which any person indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested member of the Board of Directors, or otherwise.

Liability of Directors: No Director shall be answerable for any act, receipt, neglect or default of any other Director; and no Director shall be liable individually or collectively for any error of judgment or for any act done or step taken or omitted under the advice of counsel, nor for any mistake of fact or law nor for anything which he or she may do or refrain from doing in good faith.

ARTICLE XII

Severability

It is the wish of the Corporation that, should any provision of these Bylaws be held invalid by any court or state agency, the invalid provision is severed from the remaining contents of the Bylaws, and that the remaining contents be upheld as valid.