

2022 GWRLT Bylaws and Articles Amendments

The Board contracted Attorney Rob Levin who specializes in non-profits and land conservation to conduct a comprehensive review of the GWRLT Bylaws and Articles of Incorporation, which were initially approved over 30 years ago. Rob's suggested changes bring these documents up to 21st century standards, current Maine law, and IRS requirements.

Change Summary--Bylaws

Significant Changes

Article II, Section 2. Changed from the Treasurer maintaining the membership books of the corporation to the Executive Director maintaining the books.

Art II, Sect 3: Option for voting by proxy deleted. Proxies were more useful pre-internet. Article III is being updated to allow the use of conference calls, web platform, or other remote communication equipment which renders proxies less useful.

Art III, Sect 1. Changed annual meeting from Feb to "with the first four months of each calendar year". This allows more flexibility for scheduling the annual meeting while still meeting our obligation to conduct it.

Art III, Sect 3: Quorum for conducting business at meetings of the members (i.e., the Annual Meeting) changed from "members and proxies in attendance" to "ten members in attendance" to ensure one or two people are not able to make decisions.

Art III, Sect 4: Email added as a method to notify members. Members are responsible to provide email and regular mail addresses.

Art III, Sect 5: New section added to allow Annual Meeting participation by conference call or web platform. Allows virtual annual meetings or hybrid meetings at the discretion of the Directors. The Governor signed into law, on June 21, 2021, legislation authorizing non-profits to conduct membership meetings electronically. This revision uses the language of the new law. An additional requirement is that we verify virtual attendees are members.

Art IV, Sect 2: Reduced hard requirement for one Board member from each of the six towns to "the greatest extent practicable..."

Art IV, Sect 4: Authority to remove a Board Member is changed from a vote of the membership (Annual Meeting) to a 2/3 vote of the disinterested members of the Board with due process rights for the person. This change provides for a more structured process and would allow for action in a timelier manner (at a monthly Directors meeting) vs. waiting for the next Annual Meeting or organizing a special members meeting.

Art IV, Sect 5: The method of Notice of Board meetings to be given by the Secretary is now specified as mail or email. Directors are responsible for providing their mail and email addresses.

Art IV, Sect 6.A. Allows Board meetings outside the six towns when specific circumstance exists such as suitable facilities are not available in the six towns.

Art IV, Sect 6.C: New section added to allow participation by conference call or web platform.

Art IV, Sect 7. Quorum for normal business changed from six to a majority of current voting members. Quorum for important issues changed from “more than 2/3” to “at least 2/3”. Specifies that only voting Directors are counted when determining a quorum. (ED is a non-voting member.) Slightly redefines important issues.

Art IV, Sect 8: Complete rewrite to provide more flexibility and email voting for Board/Committee Action without a meeting yet includes safeguards such as a single objection may block the action until the next meeting. The revised language aligns with the wording of the Maine Nonprofit Corporation Act.

Art V, Sect 1.D: Added back in the sentence that was previously deleted regarding Treasurer signing checks. The sentence was removed in a prior bylaw amendment under the assumption it duplicated a requirement in Article VII, Section 2. It was not completely duplicative and in fact deleted the authority for the Treasurer to sign checks without specific Board approval.

Art V, Sect 3: Added provision for the Board to determine staffing needs and hire/evaluate/terminate an Executive Director. The Board President shall be the ED’s supervisor.

Art VI: Deleted sections regarding Auditing and Nominating Committees. Existing language allows the Board to appoint committees when needed. Added new section designating and defining responsibilities of the Executive Committee.

Art VII, Sect 2: Authorized Treasurer to sign financial documents that the ED, President, and Secretary were already authorized to sign.

Art VIII, Sect 2: Replaced current language with more comprehensive language concerning the complicated subject of indemnification.

Art XII: Changed requirement for notice of vote to amend bylaws from one month to ten days to align with the required notice of membership meeting in Art III, Sect 4.

Editorial/Grammatical changes

Title and Article I: “The” removed from title of GWRLT. “The” is not in the official incorporated name of the organization.

Article I: Reference to Articles of Incorporation updated to reflect the Restated Art of Incorporation, which are also being voted on by the Members at the Annual Meeting.

Article III, Sect 3: Reference to Article IV, Sect 4 deleted due to revision of that section.

Article IV, Section 1: Deleted obsolete reference to the incorporators and updated reference to Restated Articles of Incorporation.

Art V, Sect 1, all subsections: Replaced pronouns “he/she” and “him/her” with “they” and “them” to maintain simplicity and align with changing cultural norms.

Art V, Sect 1.C: Deleted reference to “custody of the seal of the corporation”. GWRLT does not have a seal.

Article V, Sect 2: Section deleted. Subject is now covered by the revised Article IV, Section 4.

Art IX, Sect 1, 2: Modified words to avoid potential confusion with similar words with specific accounting and legal definitions. Cleared up inconsistency and ambiguous language.

Art X: Capitalized the word Bylaw.

Art XI: Edited to conform to IRS-required phrasing.

Change Summary—Restated Articles of Incorporation

The Articles of Incorporation were completely reformatted to the latest format and requirements of the Maine Nonprofit Corporation Act. Some language was revised to align with proposed changes to the bylaws. Obsolete language and references to the original incorporators were deleted.