

**AMENDED AND RESTATED
BY-LAWS
OF
ASSOCIATION OF U.S. DELEGATES TO THE GULF OF MAINE COUNCIL ON THE
MARINE ENVIRONMENT CORP.**

ARTICLE 1 – THE CORPORATION

Section 1 – Name of Corporation. The name of the Corporation is “Association of U.S.

Delegates to the Gulf of Maine Council on the Marine Environment Corp.”

The Corporation shall do business as the “Gulf of Maine Association”.

Section 2 – Seal of Corporation. The seal of the Corporation, if any, shall be in the form of a circle and bear the name or initials of the Corporation and the year of its organization.

Section 3 – Office of the Corporation. The registered office of the Corporation shall be located within the City of Portland, Maine, and shall be designated, or may from time to time be changed, by a resolution adopted at any regular or special meeting of the Board of Directors (the “Board”).

Section 4 – Purpose of Corporation. The Corporation is organized exclusively for “charitable purposes” within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes of the Corporation are to:

- a) Coordinate conservation of the Gulf of Maine (the “Gulf”) ecosystem – assist the Gulf of Maine Council on the Marine Environment (the “Gulf of Maine Council”)

in promoting a long-term, cooperative environmental management strategy and framework to unite the protection efforts and responsibilities of the bordering Gulf states and provinces;

- b) Promote sustainable development – promote the sustainable development and management of the Gulf’s marine and coastal resources;
- c) Promote public awareness – improve stewardship of the Gulf by increasing public awareness about its resources, management issues, and ways the public can become involved;
- d) Foster marine research – improve management of the Gulf by promoting research on the structure of the Gulf ecosystem as well as the effects of pollution, habitat loss and other stresses;
- e) Further the interests of the Gulf of Maine Council – apply for and obtain funding, enter into contracts, and otherwise take actions that further the Gulf of Maine Council’s goals to maintain and enhance the environmental quality of the Gulf’s marine and coastal resources; and
- f) All other lawful related activities associated with the promotion of the Gulf’s natural preservation, other than activities prohibited by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this

No substantial part of the activities of the Corporation shall be for 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.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these By-laws, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 5 – Members. The Corporation shall have no members.

ARTICLE 2 – DIRECTORS

Section 1 – Directors. The Corporation shall have a Board of no less than eight (8) and no more than fifteen (15) Directors. The number of Directors shall be fixed from time to time by resolution of the Board.

Section 2 – Appointment; Transition Period. Immediately following adoption of these Amended and Restated By-laws, a nominating committee appointed by the Gulf of Maine Council shall nominate that number of Directors set by the Board and provide such nominations to the Board. The Board shall then vote to appoint a new slate of Directors and the term of each then serving Director shall expire immediately upon such appointment.

Section 3 – Appointment; Following Transition Period. From time to time following the transition stated in Section 2, the Board may vote to appoint individuals to fill Director vacancies created by resignations, removals or ends of term, under the conditions stated in subsequent sections of these By-Laws.

Section 4 – Eligibility; Term. The Board shall at all times have at least six (6) of its Directors from the United States and at least two (2) of its Directors from Canada. The Board shall endeavor, but is not required, to have approximately a three-fifths (3/5) to two-fifths (2/5) ratio of United States Directors to Canada Directors.

The Board, or the Executive Committee if such authority is delegated to the Executive Committee by the Board, shall have the authority to set any number of Board positions to be filled by individual appointment or by governmental position appointment. In the latter case, the individual holding that governmental position shall serve as a Director, to be succeeded automatically by any subsequent replacement without further Board action..

Any individual serving on the Board whose position on the Board is not held by virtue of his or her governmental position shall serve until his or her successor is duly elected or until his or her earlier resignation or removal.

Directors shall serve for a term of three years. Directors may serve any number of consecutive terms.

Section 5 – Duties of Directors. The Directors of the Corporation shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties or functions as may from time to time be required by the Corporation or these By-laws, or which may arise by reason of their appointment to serve on committees functioning within the Corporation or in cooperation with other persons or groups.

Section 6 – Vacancies of Directors. Any vacancy resulting from resignation or other removal of a Director by virtue of a governmental position that is not filled automatically by the applicable governmental agency shall be filled by nomination of the Nominating Committee and subsequent appointment by the Board at the next annual meeting of the Board. The Nominating Committee shall recommend to the Board a new governmental position or an additional non-governmental representative to replace any governmental position that is terminated by the applicable governmental agency. Should any Director whose position on the Board is not held by virtue of his or her governmental position resign or be removed during his or her term, the Nominating Committee shall nominate and the Board shall appoint an individual to succeed to the position vacated on the Board at the next annual meeting of the Board.

Section 7 – Removal. A Director may be removed by a two-thirds (2/3) vote of the Directors for any reason or no reason, in the discretion of the Directors. Any Director who holds such position by virtue of his or her position on the Gulf of Maine Council shall automatically be

removed from the Board upon his or her removal from the Gulf of Maine Council, for whatever reason, without necessity of a vote.

Section 8 – Executive Committee. The Board may appoint from their number an Executive Committee of not fewer than four (4) individuals, who shall be the Chair, Vice-Chair, Secretary and Treasurer, and not more than six (6) individuals, who shall include the Chair, Vice-Chair, Secretary, Treasurer and up to two (2) additional non-officer individuals selected by the Board. At least one (1) representative from each of the United States and Canada shall serve on the Executive Committee. Three (3) of the members of the Committee shall constitute a quorum, and meetings may be called by any member of the Committee or any Director. Between meetings of the Corporation, subject at all times to the control of the Corporation, the Executive Committee shall have general supervision of the administration of the Corporation, except that unless specifically empowered by the Corporation to do so it may not take any action reserved to the Board. The Board reserves the power to elect officers, adopt budgets for the Corporation, approve audits of the Corporation and amend these By-laws.

Section 9 – Nominating Committee. The Nominating Committee shall be the Executive Committee unless the Executive Committee otherwise appoints, and shall be responsible for making nominations of Directors as required by these By-Laws. The Nominating Committee shall provide nominations to the Board at least seven (7) days prior to the Board's annual meeting or any other meeting called for the appointment of Directors. The Board will take into consideration the Nominating Committee's direction, but not be bound by this, in voting to fill Director positions.

Section 10 – Other Committees. The Board may appoint such other standing or ad hoc committees for such periods and with such powers as it shall deem proper.

Section 11 – Delegation of Duties. The Board has the authority to delegate certain financial and contractual oversight powers to the Gulf of Maine Council’s Management and Finance Committee by resolution setting forth the exact powers delegated. If the Board delegates such powers, the Board shall also designate at least two (2) Directors, one (1) each from the United States and Canada, as liaisons who shall participate in meetings and discussions held by the Gulf of Maine Council regarding budgeting and contracting issues to the extent the Gulf of Maine Council permits such participation.

Section 12 – Limitations on Directors. In the event that any program, organization, or other third party that provides funds to or otherwise supports organizations such as the Corporation limits participation or access to funds or other services to only United States participants, only those Directors who are United States representatives shall be entitled to vote on such matters, whether in the Executive Committee or the full Board. Notwithstanding any other provision of these By-laws to the contrary, for any such vote, a majority of the United States representatives on the Board or Executive Committee shall constitute a quorum.

ARTICLE 3 – OFFICERS

Section 1 – Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The Chair and/or the Vice Chair must be from the United States, and such officer,

shall be required to sign on behalf of the Corporation all contracts, deeds and other instruments made by the Corporation and sign on behalf of the Corporation all checks drawn from United States accounts. The Treasurer, Vice Chair, Chair, Secretary, or any Executive Director as authorized by the Corporation may also sign orders and checks for the payment of money and pay out and disburse such monies under the direction of the Corporation.

Section 2 – Chair. The Chair shall preside at all meetings of the Corporation except as otherwise authorized by resolution of the Corporation. At each regular and special meeting, the Chair shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation. The Chair shall cause to be prepared and delivered to the Directors an annual audit report at each Annual Meeting and semi-annual financial reports, at each other regular meeting. The Chair may delegate this responsibility to one or more officers or agents.

Section 3 – Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Corporation shall elect a new Chair.

Section 4 – Secretary. The Secretary or the designee of the Secretary, shall keep the records of the Corporation, act as Secretary of the meetings of the Corporation, and record all votes and keep a record of the proceedings of the Corporation in a journal to be kept for such a purpose, and shall perform all additional duties incident to that office. The Secretary shall keep in safe

custody the seal of the Corporation, if any, and shall have the power to affix such seal to all contracts and instruments authorized to be executed by resolution of the Corporation. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 5 – Treasurer. The Treasurer of the Corporation shall oversee the care and custody of all funds of the Corporation and shall cause such funds to be deposited in the name of the Corporation in such bank or banks as the Corporation may select. The Treasurer shall oversee the keeping of regular books of accounts showing expenditures and shall render to the Corporation at each regular meeting, or more often when requested, or shall cause to be rendered, an accounting of the transactions and the financial condition of the Corporation. At each annual meeting of the Corporation, the Treasurer shall render a report concerning the financial affairs and activities of the Corporation during the year then ending. The Corporation may obtain Directors and Officers liability insurance and fidelity bond and employee dishonesty insurance coverage to protect the Corporation's funds, both in such amounts and upon such terms as the Directors may establish from time. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 6. – Secretary and Treasurer Pro Tems. In the absence of the Secretary, the Directors of the Corporation shall provide at each regular or special meeting for a Secretary Pro Tem, who shall perform the Secretary's duties until such time as the Secretary is again available or is replaced. In the event of the incapacity of the Treasurer, his or her duties or functions may be assumed during the Treasurer's absence by the Vice Chair upon approval by the Corporation.

Section 7 – Executive Director. The Board may engage an Executive Director, who shall be the Chief Administrative Officer of the Corporation to handle such administrative duties and matters as are delegated by the Board or the Chair of the Corporation. The Executive Director of the Corporation shall serve upon such terms and conditions as the Board may establish from time to time.

Section 8 – Election or Appointment of Officers. The Chair and Vice Chair, Secretary and Treasurer shall be elected at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for three (3) years or until their successors are elected and qualified. Officers may hold office for any successive number of consecutive terms.

Section 9 – Vacancies of Officers. Should any of the offices of the Corporation become vacant, the Corporation shall elect a successor from the Directors at the next annual meeting or a special meeting held for this purpose.

Section 10 – Additional Personnel. The Corporation may from time to time employ or otherwise engage such personnel as is deemed necessary to exercise its powers, duties and functions as prescribed by law of the State of Maine. Selection and compensation of such personnel shall be determined by the Corporation subject to the laws of the State of Maine.

ARTICLE 4 – MEETINGS

Section 1 – General Provisions. Meetings of the Board of Directors constitute meetings of the Corporation. Annual meetings and regular meetings of the Corporation shall be held at such

time and place as may be designated or subsequently changed by resolution adopted by the Corporation at any regular or special meeting. In the event the date of any annual or regular meeting as provided in any resolution shall fall on a Sunday or legal holiday, the meeting shall be held on the next succeeding secular day at the place and time designated in the resolution.

Section 2 – Annual Meeting. Annual meetings of the Corporation shall be held during the month of December (or other month designated by the Board of Directors as it deems reasonable) of each year at such time and place as is designated in the notice of meeting for the purpose of electing officers, receiving the annual reports of the officers and the audit of the corporation, and for the conducting of such other business as may come before the meeting.

Section 3 – Regular Meetings. Regular meetings of the Corporation shall be held twice a year (including the Annual Meeting) for the transaction of the business of the Corporation at a date, time and location established by the officers at the Annual Meeting or at any subsequent meeting, or in the notice of meeting.

Section 4 – Notice of Annual and Regular Meetings. Notice of the regular meetings of the Corporation, including the Annual Meeting, shall be given by the Chair, Vice Chair, Secretary, Treasurer or their designee, at least seven (7) days in advance of such meeting. The notice of meeting shall set forth the date, time and location where the meeting shall occur, or in the case of telephonic meetings the date, time and call-in connection for the meeting. Notice of meetings may be transmitted to members by mail, courier, express delivery service, electronic mail or fax.

Section 5– Special Meetings. The Chair, Vice Chair or Secretary of the Corporation may call a special meeting of the Corporation for the purpose of transacting any business when deemed necessary and shall call a special meeting of the Corporation upon the written request by any two Directors. The call for a special meeting may be delivered to any Director via electronic mail or may be mailed to their business or home address at least five (5) days prior to the date of the special meeting. At such special meeting, no business shall be considered other than as designated in the set reason for the meeting, but if a quorum of Directors are present, any and all business may be transacted at such special meeting.

Section 6 – Quorum. The powers of the Corporation shall be vested in the Directors. Five (5) Directors shall constitute a quorum for the purpose of conducting business and exercising the Corporation’s powers and for all other purposes. A smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Corporation upon a vote of the majority of the Directors present.

Section 7 – Order of Business. At the regular meeting of the Corporation, the following order of business may be employed by the Corporation:

1. Roll Call
2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
3. Financial report.
4. Unfinished business.
5. New business.
6. Director’s matters of communication.

7. Adjournment.

All resolutions shall be in writing and shall be copied or entered in a journal of the proceedings of the Corporation.

Section 8. Conduct of Meetings. Meetings of the Corporation may be held in person, by telephonic conference call or video conferencing or other electronic means by which members of the Board of Directors may participate in the meeting. The Board of Directors may also act informally without holding a meeting, by unanimous written consent which may be given in counterparts or electronically. Consent of the Board of Directors may also be registered by electronic mail, the records of which shall be kept at the business office of the Corporation.

Section 9 – Manner of Voting. The voting on all questions coming before the Corporation shall be by voice vote, show of hands or other means of communication in which the record of voting can be accurately reflected in the minutes of the meeting.

Section 10 – Director Representatives. Any time action is to be taken at a meeting of the Directors and a Director is for any reason not present or otherwise is unavailable for such meeting, the unavailable Director shall have the authority to appoint a representative to serve in his or her position at such meeting, by writing delivered to the Chair, Secretary or Executive Director. The representative shall have the same authority to act as the Director would himself or herself if present at such meeting, shall be subject to the same duties and responsibilities as the Director, and shall for all purposes of these By-laws be a “Director” for the purposes of such meeting.

ARTICLE 5 – AMENDMENTS

Amendments to By-Laws. These By-laws shall be amended by resolution adopted by the affirmative vote of at least five (5) Directors at a regular or special meeting of the Board, held after seven (7) days' notice in writing of the substance of the proposed amendment has been sent to each Director.

ARTICLE 6 – DIRECTORS COMPENSATION

All Directors shall be entitled to receive reimbursement for any and all expenses incurred by them in the performance of their duties and responsibilities as a Director or officer of the Corporation.

ARTICLE 7 – DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted as of _____, 2012

By: (signatures)