

Project SHARE By Laws

ARTICLE I. NAME AND OBJECTIVES

Section 1. NAME

The name of this organization shall be Project SHARE (Salmon Habitat And River Enhancement), hereinafter referred to as “SHARE”.

Section 2. OBJECTIVE

The objective of SHARE is to conserve and enhance Atlantic salmon habitat and populations in the Downeast rivers region (primarily Washington County) of Maine. SHARE will meet this objective by:

1. encouraging the voluntary participation of area landowners and businesses, local, state and federal agencies, academia, conservation organizations, and other interested parties; and
2. supporting cooperative resource management, research, and educational activities that will enhance the healthy functioning of these riverine ecosystems.

ARTICLE II. MEMBERSHIP AND STATUS

Section 1. MEMBERSHIP ELIGIBILITY— There shall be two classes of members.

1. One class of members shall be Voting Members. Voting membership shall be open to all organizations (non-profit corporations, businesses, for-profit corporations, state and federal agencies) that share a commitment to Atlantic salmon resource enhancement through cooperative means, and who can bring valuable resources to SHARE in support of its objective. Each

organization shall designate a particular individual to represent it at membership meetings, who shall cast one vote on behalf of the organization which the individual represents. Each organization may designate one or more alternates, but only one vote may be cast on behalf of any voting member.

2. One class of members shall be Associate Members. Associate membership shall be open to all persons (individuals) who share a commitment to Atlantic salmon resource enhancement through cooperative means, and who can bring valuable resources to SHARE in support of its objective. Associate members shall have all rights of participation in Project SHARE with the exceptions of voting as a member and participating on the Board of Directors unless they represent an organization that is a voting member.

Section 2. BECOMING A MEMBER OF SHARE

An individual or group may become a member of SHARE by completing a membership application certifying that the applicant will support the objective of Project SHARE; Article I, Section 2.

Section 3. STATUS

All members shall be considered in good standing as long as they remain “active” in SHARE or serve on one or more of the standing committees of SHARE. The Board of Directors will conduct an annual review of the membership, and will contact non-active members to determine their interest in remaining as members of SHARE. Members no longer eligible shall be removed by the Board of Directors for just cause.

ARTICLE III. OPERATING PRINCIPLES

Section 1. COOPERATION

Each member is committed to an ethical approach to land stewardship that considers all natural resources. Each member is interested in implementing a

voluntary, cooperative process that will provide for salmon habitat conservation and enhancement.

Section 2. ANTI-TRUST LAWS

All business meetings, studies, and projects conducted by SHARE will be conducted in full compliance with all applicable anti-trust laws. Recognizing that some members are competitors, and that each has individual objectives that cannot be tied to the potentially conflicting or competing goals of the other, each member nonetheless pledges, within the limits of applicable anti-trust laws, to work cooperatively for the enhancement and conservation of river habitat for Atlantic salmon in the Downeast region of Maine.

Section 3. ENDANGERED SPECIES ACT

Decisions to pursue any formal agreement or formal process pursuant to the Endangered Species Act will be at the discretion of individual members and will be independent of the voluntary agreements, membership in, and projects of SHARE, and will be at the sole discretion of each member.

ARTICLE IV. ORGANIZATION

Section 1. BOARD OF DIRECTORS

SHARE will be governed by a Board of Directors made up of the following categories:

- The three elected Officers, to be elected by the voting membership from eligible representatives of Voting Members;
- Eleven (11) at-large Directors to be elected by the voting membership from representatives of Voting Members for two-year terms with no term limit;
- One Director designated by the Department of Marine Resources Sea-Run Fisheries and Habitat to represent its interests.

All interim actions of the Board of Directors will be reported to the membership of

SHARE at the next business meeting.

A quorum of the Board of Directors shall be five (5) Directors in office at the time of the meeting.

In the event that a member of the Board of Directors is not able to attend a meeting of the Board, either in person or by a telecommunication link, that member may appoint a representative to attend and vote in his/her absence by proxy. Written authorization of the vote by proxy shall be provided to the Board of Directors prior to said meeting. Votes may be submitted in person or electronically via e-mail or a telecommunication link.

Vacancies as may occur on the Board of Directors shall be filled by appointment by the Board of Directors following written notice of Board's intent to fill the vacancy to the stakeholder member group represented by the vacated position. The Board will strive to fill the vacancy with a representative of the vacated stakeholder member organization. The term of such appointment shall expire at the completion of the vacated term of service.

Section 2. COMMITTEES

The activities of SHARE will be coordinated by a committee structure as follows:

- **Executive Committee** - SHARE shall have an Executive Committee made up of the Chair, Vice-chair, Treasurer, and two (2) additional members of the Board of Directors. A quorum of the Executive Committee shall be a simple majority. The Executive Committee shall be responsible for all personnel issues. The Executive Committee may act on business decisions between regularly scheduled meetings of the Board of Directors. Actions of the Executive Committee shall be reported to the full Board of Directors at the next regular meeting. The Executive Committee may be given additional responsibilities by the Board of Directors.
- **Ad Hoc Committees** - The Chair of SHARE may establish and appoint members to ad hoc committees as needed to conduct the business of SHARE. These will be temporary, with a specific task, and will sunset upon completion of their assigned task.

- **Advisory Committee** - The Board of Directors may establish an Advisory Committee composed of persons who, because of governmental affiliation or because of a policy of their employers, are not eligible to serve as Members or Directors of Project SHARE. Appointment to the Advisory Committee shall be by nomination by the Chair of SHARE and ratification by a simple majority of the Board of Directors. Members of the Advisory Committee may attend and participate in all meetings of the Board of Directors, but shall have no vote. Members of the Advisory Committee may serve on any Standing or Ad Hoc Committee, and shall be entitled to vote on matters under consideration by the committee.

All interim actions of these committees will be reported to the membership of SHARE at the next business meeting.

Section 3. MEETINGS

At least four business meetings of the membership of SHARE shall be conducted each year. These meetings shall be open to the public. Additional meetings may be called at the discretion of the Board of Directors. All business meetings will have written minutes prepared and distributed to the membership. Notification of business meetings will be made in writing at least two weeks before the meeting date. Except as noted in Article VII., Section 1, decisions made at the meetings shall be decided by simple majority vote of those voting members in attendance.

ARTICLE V. OFFICERS AND STAFF

Section 1. OFFICERS

The Officers of SHARE shall be a Chair, Vice-Chair, and Treasurer. Only representatives of Voting Members may serve as an officer of SHARE.

1. **Chair** - The Chair shall be elected from the voting membership of SHARE and shall serve a two-year term, call and preside at all business meetings, set the time and place of each business meeting, and appoint all Ad Hoc Committees. The Chair shall also serve as the Chair of the Board of

Directors. In the absence of the Chair, the Vice-Chair shall assume the duties of the Chair.

2. **Vice-Chair** - The Vice-Chair shall be elected from the voting membership of SHARE and shall serve a two-year term. The Vice-Chair shall be nominated to succeed to the office of Chair. In the absence of the Vice-Chair, the Board of Directors will appoint a temporary Vice-Chair to fill the remainder of the vacated term.
3. **Treasurer** - The Treasurer shall be elected from the voting membership of SHARE and will serve a two-year term. The Treasurer shall be responsible for all funds of SHARE. Assets in the SHARE accounts shall be made subject to the single signature of the Chair or Treasurer. In the absence of the Treasurer, the Board of Directors will appoint a temporary Treasurer to fill the remainder of the vacated term.

Vacancies in any office may be filled at any time by the Board of Directors, to serve until the next annual meeting of the members.

Section 2. STAFF

The Executive Committee shall have the authority to hire and fire all staff, including the Executive Director. The Executive Director shall provide administrative functions, prepare the agenda (with consultation from the Board of Directors), coordinate projects, administer grants and contracts, represent SHARE at public meetings, supervise SHARE employees and contractors, and carry out such other duties as the Executive Committee shall direct.

ARTICLE VI. ELECTIONS

Section 1. NOMINATIONS

At least 60 days prior to the end of the term of office for current Officers and Directors, the Chair shall appoint an Ad Hoc Nominations Committee consisting of at least three SHARE members. The Nominations Committee will develop a slate of candidates for each office and at large directorship, and provide the slate to the

Board of Directors at least 45 days before the election. The Executive Director will mail out ballots to all active voting members in good standing. Members will have 30 days to return their marked ballots. Officers will be installed at the next business meeting following the election.

Section 2. BALLOTING

Members will be elected to office by a simple majority of those members returning valid ballots. The Executive Director and the Ad Hoc Nominations Committee shall validate the ballots and report the results to the membership.

ARTICLE VII. AMENDMENTS

Section 1. AMENDMENTS

These By-laws may be altered, amended, or repealed at any regular business meeting of the membership through a two-thirds majority vote of those voting members in attendance provided that:

1. Copies of the proposed changes and notice of intent to amend the By-laws shall be mailed out with the notice of the business meeting, at which time such changes will be discussed and voted upon; and
2. Such notice is provided to the membership at least two weeks prior to the business meeting,

ARTICLE VIII. RULES OF ORDER

Section 1. MEETINGS

All membership, Board of Directors, and committee meetings shall be run in accordance with the provisions of Roberts Rules of Order, unless herein specifically provided to the contrary.

REVISIONS

- Originally adopted 12/15/94
- Amended and adopted on October 1, 1998, Beddington, ME.
- Amended and adopted on October 5, 2000 Airline Diner, Beddington, ME.
- Amended and adopted on February 13, 2003, Hillgrove Community Center, Whitneyville, ME
- Amended and adopted on March 13, 2008, Hillgrove Community Center, Whitneyville, ME
- Amended and Adopted on June 14, 2012, Hillgrove Community Center, Whitneyville, ME