BYLAWS OF THE

SANFORD-SPRINGVALE MOUSAM WAY LAND TRUST
510 Main Street
Springvale, Maine 04083

ARTICLE I
Name

The name of the Corporation shall be the SANFORD-SPRINGVALE MOUSAM WAY LAND TRUST. It shall be a non-profit, non-stock corporation organized under the laws of the State of Maine.

ARTICLE II
Purposes

This organization is organized exclusively for charitable, educational, conservation, and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:

A. To engage in and otherwise promote for the general public the preservation of the natural resources primarily in the towns of Sanford and Springvale and surrounding communities in the County of York, State of Maine, including soil, water resources, rivers and streams, swamps woodland and open spaces, and the plant and animal life therein and the preservation of unique historic and scenic sites, dams, roads, trails, and areas of agriculture, economic or educational significance;

B. To engage in and otherwise promote the scientific study of and to educate the public regarding local natural resources including water, soil, plants, animals, and birds and other wildlife;

C. To acquire, by gift, purchase or otherwise, interests in real personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the Directors of the Corporation shall deem appropriate to carry out such purposes as delineated in the articles of incorporation; provided, however, that the Corporation shall have the right to reject any gift or bequest;

D. To use all property held or controlled by this Corporation and the net earnings thereof exclusively for the benefit of the inhabitants of the region and areas continuous to it for the conservational, educational, recreational, and scientific purposes for which the Corporation is formed as set forth in this Article;

E. To provide for the preservation of historic property by entering into preservation agreements and to receive preservation interests (both defined in Title 33 M.R.S.A. § 1551).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article Two hereof. 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 these articles, 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
Membership

Section 1. Eligibility. Any person who agrees to the purposes of the Sanford-Springvale Mousam Way Land Trust set forth in Article II and makes a good faith contribution in cash or in-kind shall become Members.

Section 2. Enrollment. Membership will be recorded on the books of the Corporation maintained by the Secretary for that purpose, together with a record of donations maintained by the Treasurer. The Board of Directors may establish dues for one or more membership categories.

Section 3. Duties and Privileges. The Corporation shall have three (3) classes of membership; each with equal voting rights.
(a) Regular - Any person who makes a good faith contribution in cash or in-kind shall become a Member.
(b) Corporate - Any business or corporate representative who agrees to the purposes of the Land Trust and pays a membership fee in good faith shall become a Member.
(c) Life - The Board of Directors, at their discretion, shall elect persons to be Life members. They shall be exempt from any assessment of dues.

Each Member has one vote at Annual and Special Meetings of the Members, for election of Directors (from whom Officers are chosen); Members are equally entitled to all benefits and privileges voted by Directors.

Section 4. Termination of Membership. The Membership of a Life Member shall terminate upon his death or resignation. Membership of any other Members shall terminate at the end of

the fiscal year for which said Member has made a contribution, but shall be reinstated upon the making of a contribution for the current fiscal year effective upon receipt of such payment.

ARTICLE IV
Meetings of the Members

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held each year at a time and place determined by the Board of Directors for the purpose of electing Directors and transacting any other business which may properly come before the meeting.

Section 2. Special Meeting. Special Meetings of the Members may be called at any time by the President, by the Board of Directors, or by petition in writing filed with the Secretary signed by not fewer than twenty-five Members or by not less than ten percent of the total membership whichever is greater. At such special meetings no business shall be transacted which is not specified in the Notice of the meeting.

Section 3. Electronic Meetings and Voting. Remote participation, electronic voting, and proxy voting is not permitted at a Meeting of the Members.

Section 4. Notice. Not fewer than 15 days prior to each meeting, Notice shall be provided by the Secretary to all Members setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted.

Section 5. Membership Meeting Quorum. At any meeting of the Members of the Corporation, ten members or five percent of the total membership as of the close of the fiscal year, whichever is greater, shall constitute a quorum for the transaction of business. In the event no quorum is present, the Members represented shall have the power to adjourn from time to time until such quorum appears.

ARTICLE V
Board of Directors

Section 1. Composition. The minimum number of directors shall be seven (7) and the maximum number of directors shall be fifteen (15).

Section 2. General Powers and Duties. The Board of Directors, subject to these By-Laws, shall have full charge of the property, affairs and activities of the Corporation. The Board of Directors shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these By-Laws and the Articles of Incorporation. The Board of Directors shall establish such administrative policies as are necessary for the proper operation of the Corporation including the establishment of Conflict of Interest and Non-Discrimination Policies.

Section 3. Election. The Board of Directors shall be elected from the Membership at the Annual Meeting of the Corporation by the Members. Directors may serve an unlimited length of time subject to the vote of Members.

Section 4. Vacancies. In case of a vacancy, the remaining Directors may elect a successor to serve until the next Annual Meeting when the Membership shall elect a successor.

Section 5. Removal. Any Director may be removed from office, with or without cause, upon the vote of two-thirds of the other Directors then in office.

Section 6. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more Directors. The Secretary shall give reasonable notice to each Director of the time, place and date for each meeting.

Section 7. Meetings. The Board of Directors shall meet at least four times per year. The Annual Meeting of Directors shall be held at the same place and date as the Annual Meeting of Members and shall constitute one of the four required meetings.

Section 8. Quorum and Voting. A quorum shall consist of a majority of current Directors and no transaction of business will take place without a quorum. Unless otherwise specified in these By-Laws, majority vote of those present will prevail on all matters. A Director who is unable to attend a meeting may vote by written proxy given to any other voting Director who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Directors needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution.

Section 9. Unanimous Action by Directors Without a Meeting. Any action required or permitted to be taken at a Meeting of the Directors, or of a committee of the Directors, may be taken without a Meeting if a majority of the Directors, or a majority 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 that action. Electronic mail constitutes a written consent. These consents must be summarized in the Minutes of the Director's meetings or committee meetings, as the case may be, and shall have, and may be stated by any Officer of the Corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors. Any such action taken by unanimous written consent may, but need not be, set forth in such consent in the form of resolutions or votes.

ARTICLE VI
Officers

Section 1. Officers. The officers of the Corporation will be directors, and shall be a President, Vice President, Secretary, and Treasurer. All officers shall be directors and shall be elected by

the Board of Directors. Whenever a vacancy occurs, such vacancy may be filled on an interim basis by appointment of a majority of the Board of Directors.

A. President. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the membership and of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the corporation. The President shall have the power to appoint committees which shall be responsible to the President. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors. In the absence or inability of the President to perform any of the duties of the office, the Vice President, or in the Vice President's absence or inability, the Secretary may exercise all of the powers of the President.

B. Vice President. The Vice President shall work with and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President as specified above in the event of the President's absence.

C. Secretary. The Secretary shall record all the votes and proceedings of the Board in books kept for the purpose. The Secretary shall have custody of the seal of the corporation. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Secretary shall keep the records of the meetings of the members and shall perform such other duties as are incidental to the office or that of a Clerk as required by the laws of Maine. The Secretary shall conduct all necessary correspondence and shall keep a record of the names and addresses of all members. The Secretary shall notify the members of all committees of their appointment. The Secretary shall notify the members of all annual and special meetings. The Secretary shall act in place of and for the President in the event that by reason of absence or inability both the President and Vice President are unable to perform their duties.

D. Treasurer. The Treasurer shall keep correct and suitable books of account. The Treasurer shall have the custody of all title deeds, papers, securities, bank statements, passbooks, and other documents belonging to the corporation. The Treasurer shall keep and account for all moneys, funds, and properties of the corporation, shall collect all contributions, and shall make a written report to the members at the annual meeting. The Treasurer shall deposit all monies of the corporation in its name in any financial institution or place of deposit selected by the Board of Directors. The Treasurer, and such other officers as may be authorized by the Board of Directors from time to time, shall sign all checks, drafts, notes and orders for the payment of money, and shall pay and dispose of the same under the direction of the Board of Directors. The Board of Directors may require the Treasurer to be bonded with sufficient sureties for the faithful performance of these duties, in such amount as shall be fixed by the Board.

E. Removal. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors, with or without cause.

ARTICLE VII
Committees

Section 1. Committee Establishment**.** The President or Board of Directors may, from time to time and for terms as they see fit, establish committees and assign duties necessary for the smooth functioning of the corporation.

ARTICLE VIII
Financial Affairs

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of December.

Section 2. Financial Accounts. The funds of the Corporation shall be deposited in one or more financial institutions as designated by the Board of Directors. All documents to be executed by the Corporation, including deeds, mortgages, leases, promissory notes, or other instruments, except checks, shall be executed by the President or Secretary on behalf of the Corporation. Any checks issued up to the Policy Cap Amounts established and approved by the Board of Directors or less may be executed solely by the Treasurer or President. All checks above the Board Policy Caps shall be approved by the Board of Directors.

ARTICLE IX
Protection of Officers and Directors

Section 1. Limitation of Liability. Directors shall not be liable to this Corporation except for their own acts, neglects and defaults in bad faith. No directors shall be liable out of their personal assets for any obligation or liability incurred by this Corporation or by the directors. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification. Each member of the Board of Directors and each officer of the Corporation shall be indemnified by the Corporation against all loss, costs, damages, expenses and charges reasonably incurred or suffered in connection with the defense or reasonable settlement of any action, suit or of proceeding of which a director may be made a party by reason of their having been a member of the Board of Directors.

ARTICLE X
Transfer of Holdings

No interest of the Corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated unless authorized at a meeting of the Board of Directors duly held at which a quorum is present by affirmative vote of two-thirds of the Directors. The Notice for any such meeting shall contain a description of the proposed transaction and the reasons therefore. However, such purchase money financing, and sales of a portion of any larger parcel acquired, and such alienation of interests in unrestricted land held exclusively for

investment purposes shall require the affirmative vote of two-thirds of the total number of Directors then in office. No such real estate, however, shall be transferred, exchanged, encumbered or in any way alienated in such a manner that it fails to meet the requirements of the Internal Revenue Code of 1954 as amended, and the regulations issued thereupon for a corporation qualifying as an exempt organization under the provisions of Section 501 (c) (3) of said Code and regulations as they now exist or may hereafter be amended.

ARTICLE XI
Prohibition Against Private Gain

No officer, director, member or any person who is related to an officer, director, or member, by blood, marriage or otherwise shall receive any pay, compensation or benefit from the Corporation directly or indirectly. No private benefit shall pass to any organization or entity controlled by an officer, director or member by blood, marriage or otherwise. This By-Law shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any officer or director duly authorized and also shall not prohibit the employment of persons including members, to perform duties for the Corporation and to receive compensation therefore upon proper authorization by the Board of Directors.

Notwithstanding the foregoing, nothing shall prevent any member or any person who is related to a member by blood, marriage, or otherwise from conveying land or interests in land to the Trust, provided that such conveyance is made pursuant to the By-Laws and Articles of incorporation and meets the criteria established by the trust for acceptance of conveyance.

ARTICLE XII
Dissolution

In the event the Corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, director or member. Any corporation succeeding to title to property or interest in property of the Sanford- Springvale Mousam Way Land Trust shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Sanford- Springvale Mousam Way Land Trust, insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501 (c) (3) of the Internal Revenue Code, as amended.

ARTICLE XIII
Amendments

Amendments to these By-Laws may be proposed and discussed at any regular or special meeting of the Board of Directors and must receive a two-thirds majority of the votes of the board members present at that meeting in order to be brought forward for vote at the next meeting. A minimum 2 weeks notice will be required to all board members for final vote.

Conflict of Interest Statement and Policy

The standard of behavior at the Sanford Springvale Mousam Way Land Trust is that all staff, volunteers, and board members scrupulously avoid conflicts of interest and the appearance of a conflict of interest between the interests of the Sanford Springvale Mousam Way Land Trust on the one hand, and personal, professional, and business interests on the other.

Non-discrimination Statement and Policy

The Sanford Springvale Mousam Way Land Trust does not and shall not discriminate on the basis of race, color, religion (creed), gender age, national origin (ancestry), disability, marital status, sexual orientation or military status in any of its activities or operations. These activities include, but are not limited to, hiring, firing of staff, selection of volunteers, vendors and provision of services. We are committed to providing an inclusive and welcoming environment for al members of our staff, donors, landowners, volunteers and subcontractors.