



# **Board of Directors Governance Manual Including Bylaws**

Cathance River Education Alliance  
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**Cathance River Education Alliance**  
(CREA)  
Topsham, Maine  
Board of Directors Manual

Introduction

**I. Definition**

The Cathance River Education Alliance (CREA) is a not-for-profit corporation registered in the State of Maine with tax-exempt status under the provisions of the Internal Revenue Service, Section 501(c) (3).

**II. History**

CREA was formed in 2000 following an agreement between Central Topsham Associates, LLC and the citizens' group Topsham's Future to establish the 235 acre Cathance River Preserve with a conservation easement held by the Brunswick-Topsham Land Trust. CREA was created to encourage the use of the Preserve for ecological education and has evolved into a membership organization with an elected Board of Directors with officers, an Executive Director, and Committees.

**III. Mission Statement**

The mission of the Cathance River Education Alliance is to use the natural resources of the Cathance River Preserve to promote ecological and historical awareness and nature-based learning among students, educators, and the broader community; to foster the wise use of the Preserve; and to prepare future stewards of the Cathance River.

#### **IV. Goals**

- A. To provide environmental curriculum materials , resources, workshops and in-classroom activities for area schools, teachers, students, and administrators to assist them in developing environmental education curricula in their schools by:
  - 1. Using organized student visits to the Cathance River Preserve and the Cathance River Ecology Center as hands-on teaching resources to emphasize the value of understanding our natural environment.
  - 2. Encouraging and supporting future stewards of the Preserve and the Cathance River.
  
- B. To foster wise use of the Cathance River Preserve and Watershed and manage the trails and Ecology Center.
  
- C. To develop programs and resources that educate the broader community about ecology, environmental preservation, and sustainable living by:
  - 1. Fostering an appreciation for local natural resources.
  - 2. Fostering meaningful cross-generational interaction.
  
- D. To maintain and enhance constructive relationships with the Preserve owner Central Topsham Associates, LLC and the holder of the conservation easement Brunswick-Topsham Land Trust, in addition to maintaining positive relationships with the Highland Green community.
  
- E. To establish working relationships with other environmental organizations in order to generate awareness and support for CREA, for the preservation of the Cathance River Watershed, and for the mission of the Cathance River Education Alliance.

**Bylaws  
of  
Cathance River Education Alliance**

**I. Legal Status**

- A. The Cathance River Education Alliance (CREA) is a not-for-profit corporation registered in the State of Maine with tax-exempt status under the provisions of the Internal Revenue Service, Section 501(c) (3).

**II. Purpose**

- A. The mission of the Cathance River Education Alliance is to use the natural resources of the Cathance River Preserve to promote ecological awareness and nature-based learning among students, educators, and the public broader community; to foster the wise use of the Preserve; and to prepare future stewards of the Cathance River.

**III. Membership**

- A. Membership in CREA is available to any individual, business or organization that has a concern for and an interest in the Preserve and the Cathance River Corridor for educational and/or recreational purposes. Annual membership dues will be set by the Board of CREA.

**IV. Name of Board**

- A. The Board shall be called the Cathance River Education Alliance or “CREA” Board of Directors.

## **V. Operational Goals**

- A. The CREA Board is charged with formulating and adopting policies, employing an Executive Director who will implement policies and evaluate program results to ensure the best use of the Cathance River Preserve and to encourage effective management of the Cathance River Watershed.
- B. The Board will conduct an annual meeting and may establish other goals that will be emphasized during the current year.
- C. All goals developed by the Board will be designed to:
  - 1. Encourage educational use of the Preserve and foster understanding of the role of the Preserve in the broader Cathance River Watershed.
  - 2. Promote acceptable use of the Preserve by communities adjacent to the Cathance River.
  - 3. Work with area organizations to generate awareness and support for the Preserve.
  - 4. Monitor the conservation easement in conjunction with the property owner Central Topsham Associates, LLC and the easement holder Brunswick-Topsham Land Trust.
  - 5. Plan and manage the Preserve trail system, the Ecology Center, and other Preserve features.
  - 6. Consider other appropriate activities that support the mission of CREA.

## **VI. Powers and Duties**

- A. Policy Making
  - 1. The Board is responsible for the development of all CREA policies as guides for administrative action.

B. Executive Director Evaluation

1. The Board will evaluate the Executive Director's overall performance on an annual basis no later than November 1.
2. The Board will require the Executive Director to report his/her evaluation of personnel and CREA programs to the board no later than two weeks prior to the Executive Director's evaluation.

C. Provision of Financial Resources

1. The Board is responsible for establishing a budget based on revenues to provide the necessary staff, buildings, material and equipment, and programming to enable CREA to carry out its mission.

**VII. Annual Meeting**

A. The Board will hold an annual meeting of the membership in May or within 15 months of the previous annual meeting with the date and location publicly announced. The format for the organizational meeting shall be as follows:

1. Election of members to the CREA Board of Directors.
2. Election of officers of CREA Board of Directors.
3. Presentation of the annual financial report by the treasurer.
4. Presentation of the State of CREA by the Executive Director.
5. Conduct any other business that is brought before the members.

B. A special meeting of the membership may be called between annual meetings. Such a meeting may be called by the president of the organization together with at least five members of the organization or such a meeting may be called by two members of the Board without the approval of the president together with ten members of the organization.

## **VIII. Board Members**

- A. The Board will consist of no fewer than seven (7) members and not more than twenty (20) and will include the officers of the organization.
  - 1. All Board members must be members of the CREA and attend meetings of the Board and membership.
  - 2. The Board will always have as one of its members a person recommended by the property owner of the Preserve.
  - 3. The Board is responsible for managing and controlling the activities of the organization in the interests of the members and consistent with the mission and operational goals of CREA.
  
- B. Election to the Board
  - 1. The Nominating Committee or any member of the Board may nominate a person for membership on the Board at a meeting of the Board.
    - a. The nomination must be seconded by another member of the Board in attendance at the meeting.
    - b. The nomination must be accompanied by an oral and/or written report that details the reasons why the nomination is being made.
    - c. The Board will approve the nomination by majority vote.
  
  - 2. New Board Members
    - a. New Board members who have been board nominated and approved are acting members of the Board with the right to vote.
    - b. Approval by the membership at the annual meeting is required for full directorship.



C. Board Member Responsibilities

1. Regularly attend board meetings and important related meetings.
  - a. Attend at least 7 board meetings per year including the annual meeting.
  - b. Communicate to the board president if unable to attend a board meeting.
  - c. Make a serious commitment to participate actively in committee work.
  - d. Serve on at least one standing committee.
  - e. Communicate to the chair if unable to attend a standing committee meeting.
2. Volunteer for and willingly accept assignments and complete them thoroughly and on time.
3. Stay informed about committee matters; prepare well for meetings and review and comment on minutes and reports.
4. Participate in fundraising for CREA.
5. Be an active participant in the CREA's annual meeting.

D. Removal of a Board Member

1. Any Board member may ask for the removal of another member of the Board provided the one asking for such action secures the agreement of at least two other Board members in advance of a Board meeting.
2. At the beginning of such a meeting the Board member will state his or her intention to ask for removal of a Board member and will affirm that he or she has the support of two other members of the Board.
3. The presiding officer will direct the affected member to absent him or herself. The Board will then require a full statement of the reasons why this action is being initiated.
4. After full discussion, the Board will invite the affected member to return to the meeting. A renewed discussion will take place in which the affected member will be given full opportunity to reply to the reasons presented for his or her removal.
5. The presiding officer will then again ask the affected member to absent him or herself. The Board will then vote by secret ballot.
6. A two-thirds (2/3) majority is required for removal.

E. Officers and Responsibilities

1. President
  - a. The President of CREA will have the overall responsibility to lead the organization, to call and conduct meetings of the Board, the officers of the organization, the membership, and to conduct other affairs of the organization as appropriate.
  - b. The President is accountable first to the Board of Directors and ultimately to the membership of the organization to see that the decisions and policies of the group are effectively implemented and conducted.

2. Vice president

- a. The Vice President of CREA will assist the President in the discharge of the President's duties and responsibilities
- b. In the absence of the President the Vice President will conduct the affairs of CREA in accordance with the duties and responsibilities of the president.

3. Secretary

- a. The Secretary of CREA is responsible for recording and maintaining minutes of meetings.
- b. In the absence of the Secretary the President will appoint another board member to fulfill the Secretary's duties.

4. Treasurer

- a. The Treasurer of CREA is responsible for monitoring the financial resources of the organization, providing reports regarding the financial condition of the organization and related activities as directed by the President.
- b. In the absence of the Treasurer the President will appoint a member of the Finance Committee to fulfill the Treasurer's duties.

F. Terms of Office

1. Members of the Board

- a. New Board members are elected for three-year terms.
- b. Board members may serve additional terms unless they choose to resign or are asked to resign.
- c. Provision VIII.B. will be followed if a vacancy occurs on the Board between annual elections.

2. Executive Committee

- a. The President, Vice President, Secretary, and Treasurer are elected by the membership for two-year terms of office.
- b. Members are eligible to be re-elected for two additional terms.

G. Committees

1. Executive Committee

- a. The Executive Committee shall be composed of the four officers: President, Vice President, Secretary, and Treasurer.
- b. The Executive Committee will meet at the request of the President or it will meet if at least two members of the Executive Committee, other than the President, call for a meeting.
- c. All decisions of the Executive Committee must be approved by the Board.
- d. The Executive Director will participate in the meetings of the Executive Committee, except in the situations where the Executive Committee, with the approval of the Board, decides to meet without him or her.

2. Standing Committees

- a. The Board of Directors shall create standing committees to meet the Board's operational goals.
- b. The following may be the standing committees of CREA.

- (a) Development
- (b) Finance
- (c) Newsletter
- (d) Nominating
- (e) Policy
- (f) Programs
- (g) Trails

- c. Each standing committee shall elect a chair or co-chairs to facilitate meetings and represent the committee at Board of Director meetings.
- d. The committee designs its own rules for nominating and selecting members.

### 3. Ad hoc Committees

- a. The Board may establish ad hoc committees to address specific issues.
- a. Each ad hoc committee shall elect a chair or co-chairs to facilitate meetings and represent the committee at Board of Director meetings.

### 4. Persons other than Board members may serve on standing and ad hoc committees.

## 5. Removing a Committee Member

- a. The procedure to remove a person from any of the committees will be conducted by the relevant committee.
- b. The procedure used will follow that outline in the By Laws section entitled Removal of Board Members (VIII.D).
- c. If in the implementation of this procedure, the committee finds itself unable to reach a conclusion, the matter shall be referred to the Board. The Board will follow the procedures as outlined in the By-Laws section entitled Removal of Board Members (VIII.D).

## **IX. Meetings**

### **A. Calling for a Meeting**

1. The Board President will call meetings of the Board and Executive Committee.
2. Meetings of the Board may also be initiated by the call of at least two Board members in the absence of a call by the President.
3. Meetings of the Executive Committee may also be initiated by the call of at least two of the officers in the absence of a call by the President.

### **B. Quorums**

1. The quorum at Board meetings is 50% of the members of the Board.
2. The quorum for each Committee is 50% of its members.
3. The quorum at the annual meeting is the presence of at least 15 members of CREA, including Board of Directors members.
4. Under any occurrence, discussion may take place, however if a quorum is not present, there can be no vote taken.

### **C. Decision Rules**

1. Board of Directors and Executive Committee Meetings
  - a. The Board of Directors and the Executive Committee will conduct their business in accordance with the rule of seeking consensus on matters that require a decision.
  - b. If consensus cannot be reached, recourse will be had by voting. On procedural matters, a two-thirds (2/3) vote is required. On all other matters, a simple majority (50% +1) decides the issue.

## 2. Annual Meeting

- a. The Annual Meeting will be conducted in accordance with the rule of seeking consensus.
- b. If consensus cannot be reached on a matter requiring decision, recourse may be had by voting. On procedural matters, a two-thirds (2/3) vote is required. On all other matters a simple majority (50% +1) decides the issue
- c. If there are more than two candidates for the same office, recourse will be had by instant run-off voting in order to assure that the person winning the election will have a majority of the membership voting for him or her.

## **X. Fiscal Year**

- A. The fiscal year of CREA runs from January 1 to December 31.



## **Definitions**

### **Ad-hoc Committee**

A temporary committee established by the Board of Directors to address a specific issue. The committee is dissolved when the issue is resolved.

### **Cathance River Preserve (also known as Cathance River Nature Preserve)**

An approximately 230-acre nature preserve composed of land along the Cathance River, a dwarf shrub bog (the “Heath”), and a corridor connecting the two areas.

### **Consensus**

A group process where the input of everyone is considered and an outcome is crafted that best meets the needs of the group. It is not unanimous agreement. Participants may consent to a decision with which they disagree. However, recognition that the decision meets the needs of the organization and that the organization that will benefit outweighs the participant’s personal feeling.

### **Not-for-profit Organization**

An incorporated organization which exists for educational or charitable reasons, and from which its shareholders or trustees do not benefit financially.

### **Procedural Matters**

The rules of procedure such as board minutes, treasurer’s report etc.

### **Quorum**

The number of directors, committee members or members at an annual meeting required to be in attendance to transact business legally (including taking a vote).

## Standing Committees

Permanent committees established by the Board of Directors which specialize in the consideration of particular subject areas.