



Board of Directors
Governance Manual
Including Bylaws

Cathance River Education Alliance
P.O. Box 187 Topsham, Maine 04086

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By Laws
and Appended Documents
of the Cathance River Education Alliance

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Bylaws of the Cathance River Education Alliance

I. Legal Status

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

The mission of the Cathance River Education Alliance is to deepen ecological awareness through nature-based learning among students, educators, and the public; to promote environmental stewardship; and to foster the wise use of the Cathance River Nature Preserve.

III. Membership

Membership in CREA is available to any interested individual, business or organization. - Annual membership dues will be set by the Board of CREA.

IV. Name of Board

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

V. Powers and Duties

A. Policy Making

The Board is responsible for the development of all CREA policies as guides for administrative action.

B. Executive Director

1. The Board is charged with employing an Executive Director who will:
 - a. Implement policies and programs;
 - b. Evaluate program results to ensure they best use of the Cathance River Nature Preserve and further the CREA Mission;
 - c. Develop and manage fundraising and grant activities, and member and donor relationships;
 - d. Administer CREA’s Budget;
 - e. Oversee CREA Staff, employees, and volunteers;
 - f. Develop and maintain supportive collaborative relationships with local schools, businesses, organizations, and the community; and
 - g. Manage CREA’s communication with the public and media.

2. The Board will evaluate the Executive Director's overall performance on an annual basis, no later than November 1.
3. 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

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

D. CREA Ecology Center and Trails

The Board is responsible for ensuring that the CREA Ecology Center, vernal pool dock, and privies are maintained and operational.

E. Establish Programmatic and Operational Goals

The Board is responsible for developing and prioritizing programmatic, fundraising, and other goals that further the mission of CREA. These goals can be modified as described in Section VIII.C.1. below.

VI. 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 without the approval of the President by two members of the Board together with ten members of the organization.

VII. 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 CREA and attend meetings of the Board and membership.
 2. The Board -may include as one of its members, a person appointed by Central Topsham Associates, the property owner of the Preserve, and/or the Brunswick Topsham Land Trust, which holds the easement on 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 CREA's operational goals.
 4. The Board will strive to include representatives from Brunswick High School, Mount Ararat High School, Highland Green, and The Highlands to ensure strong connections to these organizations.

- B. Election to the Board
 1. Any member of the Board may nominate a person for membership on the Board at a meeting of the Board.
 - a. The Nominee shall submit a written application.
 - b. A Board member must complete a nomination form in support of the Nominee joining the Board, and circulate both the application and the nomination form to the members of the Board one week prior to the meeting.
 - c. The nomination must be seconded by another member of the Board in attendance at the meeting.
 - d. The nomination must be accompanied by an oral and/or written report that details the reasons why the nomination is being made.
 - e. 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, but their directorship must be confirmed at the subsequent annual meeting.
 - 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, in person or via phone/internet or other electronic means approved by the Board, 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. Make a meaningful financial contribution to CREA (Goal: 100% Board participation to report on grant applications.)
6. Be an active participant in CREA's annual meeting.
7. Attend CREA-sponsored programs periodically.
8. Read CREA publications and engage in other activities that contribute to a deeper understanding of CREA's work.

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, and 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 Board meetings, official membership records, records of key correspondence and activities, and other materials related to the operation of CREA as directed by the President.
- 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 carrying out related activities as directed by the President.
- b. In the absence of the Treasurer, the President will appoint a member of the Finance Committee or Board 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. At the request of the President, a Board member can be asked to remain on the Board for an additional year.
- d. Provision VII.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 as needed to meet the Board's operational goals.
- b. A list of possible standing committees is provided in the Appendix.
- 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 but each standing committee should include at least two board members.

3. Ad hoc Committees

- a. The Board may establish ad hoc committees to address specific issues.
- b. Each ad hoc committee shall elect a chair or co-chairs to facilitate meetings and represent the committee at Board of Director meetings.
- c. Persons other than Board members may serve on standing and ad hoc committees.

4. 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 outlined in the By Laws section entitled Removal of Board Members (VII.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 (VII.D.).

VIII. Meetings

A. Calling 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.
4. Meetings may be conducted in any way that permits concurrent conversation and consultation among Board members. This includes in-person meetings as well as meetings conducted via the internet, e.g., using Zoom.

B. Quorums

1. The quorum at Board meetings is 50% of the then-existing 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 then-existing members of the Board of Directors.
4. Discussion may take place at any meeting, however, if a quorum is not present, no vote can be 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 process of seeking consensus on matters that require a decision.
 - b. If consensus cannot be reached, a vote will be taken. On procedural matters, a two-thirds (2/3) vote of members present is required. On all other matters, a simple majority (50% +1) decides the issue.
 - c. Any action that might be taken at a meeting of the Board of Directors or Executive Committee may also be taken *without* a meeting if:

- ci. Board and Committee members are notified in writing about the decision to be made,
- cii. a simple majority of the total number of Directors or Committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and
- ciii. notifications, consents, and objections are filed with the minutes of next Directors' or Committee meeting, and will have the same effect as a meeting decision.
- civ. Notifications, consents, and objections may be communicated by regular mail, fax, or electronic mail.

2. Annual Meeting and Special Meetings

- a. The Annual Meeting will be conducted in accordance with the process of seeking consensus.
- b. If consensus cannot be reached on a matter requiring decision, a vote will be taken. On procedural matters, a two-thirds (2/3) vote of members present 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, a vote will be taken by instant run-off voting to assure that the person winning the election has the support of a majority of the membership.

IX. Fiscal Year

CREA's fiscal year runs from January 1 to December 31.

X. Amendment of Bylaws

- A. Bylaws may be amended at general membership meetings or at special meetings called for this purpose.
- B. Amendments to the Bylaws must be passed by at least two-thirds (2/3) affirmative vote of those present and voting at the annual meeting of the CREA membership.
- C. Amendments to the Bylaws must be submitted by the Secretary to the membership at least two weeks prior to the meeting at which they will be voted upon.
- D. When the Bylaws are silent on an issue, the Board of Directors shall make an appropriate determination.

Appendices

A. Definitions

Ad-hoc Committee

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

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 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

Standard, ongoing committees established by the Board of Directors which specialize in the consideration of particular subject areas. Committees may include:

- Development
- Finance

- Newsletter
- Nominating
- Policy
- Programs
- Volunteers
- Marketing
- Advisory Council
- Ecology Center and Trails

B. General Information

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 Nature 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 deepen ecological awareness through nature-based learning among students, educators, and the public; to promote environmental stewardship; and to foster the wise use of the Cathance River Nature Preserve.

IV. Programmatic Goals

- A To promote environmental literacy in area schools and beyond through a variety of channels, including:
 - 1. Providing direct instruction to students during scheduled class visits to the Cathance River Nature Preserve and the Ecology Center, teaching place-based science using hands-on, experiential, discovery-focused methods and curricula.
 - 2. Providing direct instruction to students in school classrooms on school grounds using similar methods.
 - 3. Modeling teaching in the outdoor classroom for teachers.
 - 4. Developing place-based curricula that utilize local features to teach required concepts.
 - 5. Encouraging and supporting future stewards of the natural world whenever possible.

- B. To foster wise use of the Cathance River Nature Preserve and Watershed and manage the trails and Ecology Center.

- C. To develop programs and resources that educate the broader community about ecology, environmental protection, and sustainable living by:
 - 1. Fostering an appreciation for local natural resources, including the Cathance River Nature Preserve.
 - 2. Fostering meaningful cross-generational interaction.
 - 3. Offering a summer camp for children of many ages based at the CREA Ecology Center.
- 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 and the general community at large.
- E. To establish working relationships with other environmental organizations in order to generate awareness of and support for CREA, protection of the Cathance River Watershed corridor, and the mission of the Cathance River Education Alliance.

V. Operational Goals

- A. The Board is charged with formulating and adopting policies, and employing an Executive Director who will implement policies and evaluate program results to ensure CREA programs are furthering its mission.
- B. The Board will work with staff, volunteers, and members to secure on-going financial support for CREA.
- C. The Board will hold an annual meeting for the membership and may establish other goals and priorities for the current year.
- D. All goals developed by the Board will be designed to:
 - 1. Encourage educational use of the Preserve and foster understanding of the Preserve's role in the broader Cathance River Watershed corridor.
 - 2. Promote appropriate use of the Preserve and Cathance River by communities within the watershed.
 - 3. Work with area organizations to generate awareness of and support for environmental education.
 - 4. Monitor the conservation easement in conjunction with the property owner Central Topsham Associates, LLC and the easement holder Brunswick-Topsham Land Trust.

5. Collaborate with the property owner, Central Topsham Associates, LLC, and Brunswick-Topsham Land Trust on management and maintenance of the Preserve trail system, and other Preserve features.
6. Manage and maintain the CREA Ecology Center, vernal pool dock, and privies in good condition.
7. Consider other appropriate activities that support CREA's mission.

C. Cathance River Education Alliance Advisory Council Charter

The Board of Directors of the Cathance River Education Alliance (CREA) believes that it is beneficial to have a group of individuals who are willing to provide input and expert advice to the Board on any range of topics that make up the business of CREA. As a group they will be called the CREA Advisory Council.

The Advisory Council will be composed of individuals who bring knowledge and skills which complement those of the formal Board. Their purpose is to help facilitate the effective governance of the organization and further the CREA mission. The Advisory Council will provide the Board with a fresh perspective on program issues and will play an appropriate public relations role.

Members of the Advisory Council will be at will. Appointment to the Advisory Council is the responsibility of the Advisory Council with input from the CREA Board. Removal from the Advisory Council is by resignation or the Advisory Council will use the steps outlined in Section VII.D. of the CREA Bylaws.

The Advisory Council will not hold regularly scheduled meetings. The Advisory Council will meet one or two times a year with CREA's President, Executive Director and any invited guests to share upcoming plans of CREA and for Council members to provide comment. A meeting of the Advisory Council will be scheduled at the discretion of the Advisory Council Convener or the CREA President.

Advisory Council members may expect to be contacted by Committee Chairs or CREA officers from time to time to provide advice. Advisory Council members act as another set of eyes and ears in our community and are expected to be proactive in providing ideas, opinions and feedback.

Approved by a vote of the CREA Board of Directors February 25, 2019.