

# NEW ENGLAND FISHERMEN STEWARDSHIP ASSOC.

## BY-LAWS OF THE NEW ENGLAND FISHERMEN STEWARDSHIP ASSOCIATION

### ARTICLE I

Section 1. Name The name of this association shall be as follows;

NEW ENGLAND FISHERMEN STEWARDSHIP ASSOCIATION

### ARTICLE II

#### Offices

Section 1. Principal Offices. The principal office for the transaction of business of the Corporation shall be located in the State of Maine at the location selected from time to time by the Board of Directors.

Section 2. Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the State of Maine.

### ARTICLE III

Section 1. Purpose. The Corporation has been established exclusively for all such charitable, religious, educational and scientific purposes as are permitted to organizations exempt from federal income tax under Section 501 [C] [6] of the Internal Revenue Code of 1986, or corresponding section of any future tax code. Notwithstanding any other provision of the Article of Incorporation or the Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The purpose of (NEFSA) is to encourage and promote conservation, habitat restoration, and the continuance of sustainable fisheries, operating in a traditional and heritage based manner in line with the attitudes and practices of the free Gulf of Maine fishermen established in their station, whether that be through self development or familial generational continuance. To promote accurate marine assessments and to encourage community-based management that ensures the health of the marine fisheries. To advocate and provide educational resources to better inform the public regarding the conservation and preservation of marine waters and marine wildlife. To lobby State, and Federal agencies, legislators and the Congress as needed to promote the continuation of commercial fisheries.



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## Section 2. Limitations.

- A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any assets on dissolution of the Corporation, or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501 [C] [6] of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent, or education Corporation within the meaning of Title 13-B of the Maine Revised Statutes, as amended.
- B. The Corporation shall be an equal opportunity and affirmative action employer, and it shall not discriminate on the basis of age, race, religion, color, creed, sex, sexual preference, handicap or national origin:
- (i) in the persons served by the Corporation;
  - (ii) in the hiring, assignment, promotion, salary of employees;
  - (iii) in the membership of its Board of Directors.
- C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a Corporation that is exempt from federal income taxation as an organization described in Section 501 [C] [6] of the Internal Revenue Code of 1986, or any successor provision.
- D. If the Corporation is determined to be a private foundation, it will:
- (i) not engage in any act of self-dealing which would give rise to any liability for the tax imposed by Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
  - (ii) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax of undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
  - (iii) not retain any excess business holding which would give rise to any liability for the tax imposed by Section 4913 of the Internal



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- Revenue Code of 1986, or corresponding provision of any subsequent Federal tax laws;
- (iv) not make any taxable expenditure as defined in Section 4945 [D] of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

## ARTICLE IV

### Board of Directors

Section 1. Number. The number of Directors shall be as set by the Board of Directors from time to time, provided there shall always be at least three (3) and not more than fifteen (15) Directors.

Section 2. Selection, Qualification, and Term. The incorporators shall appoint the first board of Directors. The initial Board shall be appointed for staggered terms of one, two and three years such that approximately one-third of the Board shall be elected each year, and thereafter, all Directors shall serve for three year terms and until their successors are elected and qualified, except in the case of their earlier death, resignation, or removal from office. Prior to expiration of the terms of Directors, the Board of Directors, then in office, shall elect Directors to serve or succeed the Directors whose terms are expiring. Two thirds of Board members must be operating or retired commercial fishermen.

Section 3. Vacancies, Resignation, and Removal. Any vacancy in the Board of Directors, including the newly created Directorships created by an increase in the number of Directors, shall be filled at the time such a vacancy arises or any time thereafter by the majority vote of the remaining Directors in office. Any Director may resign from office by delivering a written resignation to the Executive Director, Co-Director or Secretary. Any Director may be removed from office, with or without cause, upon the vote of two-thirds of the other Directors then in office. A quorum must include the two thirds majority of commercial fishing members to vote on vacancies and removals from office.

Section 4. Powers. The Board of Directors shall manage and control the business, property and affairs of the Corporation. The Board of Directors may appoint an Executive Director who shall be responsible to the Board for the administrative and business management of the Corporation. The Board may further delegate authority to committees or to individual directors, as it deems necessary for the carrying out of the purposes and business of the Corporation.

Section 5. Ex-Officio Directors. From time to time, by majority vote of the Directors then serving in office, the Board of Directors may designate additional Ex-Officio Directors, without voting rights, who shall not be counted in determining the



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presence of a quorum.

## ARTICLE V

### Meetings of the Board of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held prior to April 1st of every year at such a time and place as the Board of Directors may determine. Each Director shall be notified of the time, place, and date of such meeting at least three days in advance thereof in writing, by telephone, by fax, electronic mail (e-mail) or in person by the Executive Director, the Co-Director, the Treasurer or Secretary of the Corporation, prior to the running of New England Fishermen Stewardship Association.

Section 2. Other Meetings. Other meetings of the Board of Directors may be called by the Executive Director, Co-Director, the Treasurer or a majority of the Board of Directors. The person or persons calling the meeting shall fix the time and place thereof. Unless notice of a meeting is waived in the manner prescribed by law of these bylaws, notice of each meeting of the Board of Directors shall be delivered in writing, by telephone, by fax, by electronic mail (e-mail) or in person by the person or persons calling the meeting at least 48 hours in advance thereof. Any written notice shall be considered given to a particular Director if addressed to such Director at such Director's usual or last known business or residential address and deposited in the United States Mail in an addressed, postage-paid envelope. Except as required by Article X, neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice of the meeting.

Section 3. Attendance as Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except if a Director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.

Section 4. Quorum and Vote Required. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. The Directors present at the duly convened meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough Directors to leave less than a quorum. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice



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if the time and place to which it is adjourned are fixed and announced at the time of the adjournment. The vote of a majority of the Directors present at a meeting at which a quorum is or has been present shall be the act of the Board of Directors unless the vote of a greater number is required elsewhere in these bylaws or by law.

Section 5. Action by Consent. Any action required or permitted to be taken at meeting of the Directors, or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all 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 such action. Such consents shall be filed with the minutes of the Directors meeting 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 or such committee as a duly convened meeting thereof. Any such action taken by unanimous written consents may, but not need be, set forth in such consents in the form of resolutions or votes.

~~Subsection 5.1 Voting Members. *Waiting for board decision, 04/20/2023*~~

Section 6. Telephone Meetings. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in such a manner by any member, who does not object at the beginning of such meeting to the holding thereof in such manner, shall constitute presence in person at such meeting.

## ARTICLE VI

### Committees

Section 1. Creation. The Board of Directors may by resolution at any meeting of the Board designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory Council. The terms of appointment and expectations of service of any advisory group shall be determined by the Board of Directors.

Section 2. Membership. Unless otherwise provided in these bylaws, the Board of Directors shall appoint the chairs of each committee, who shall be a voting member of the Board of Directors, and the chair of each committee shall appoint the other committee members in consultations with the Chief Executive Officer. Unless otherwise provided for in these bylaws, a voting member is one who has paid his or her annual membership dues, regardless of type of membership will be considered a member in good standing. In accordance with the laws of the State of Maine. Each annual meeting and all committees



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shall keep minutes of proceedings and report to the Board of Directors.

Section 3. Committee Meetings. Unless otherwise provided for in these bylaws, a majority of the members serving on a committee constitutes a quorum for the meeting of the committee and the vote of a simple majority of these present at a meeting, at which a quorum is present, constitutes an action of the committee. Each committee shall determine and schedule its meetings.

Section 4. Executive Committee. The Board of Directors, by resolution, may designate from amongst its members an Executive Committee consisting of the Executive Director, Co-Director, Treasurer, and Secretary, and may delegate to such Executive Committee all the authority of the Board of Directors in the management of the Corporation's business and affairs in the interim between Board of Directors meetings except as limited by law or by the resolution establishing the Executive Committee, or by any resolution hereafter adopted by the Board of Directors, provided however, the Executive Committee shall not have the power to adopt the Corporation's budget, to take any action which is contrary to or a substantial departure from any direction established by the Board of Directors, to amend the Bylaws or Articles of Incorporation, to adopt a plan of merger or consolidation, to sell or dispose of substantially all of the property assets of the Corporation or to voluntarily dissolve the Corporation. Vacancies in the membership of the Executive Committee shall be filled by resolution adopted by the Board of Directors then in office.

Members of the Executive Committee may be removed from membership on such a committee, with or without cause, by resolution adopted by the Board of Directors. The Executive Committee shall meet as requested by the Executive Director. Notice of the time and place of meeting shall be given to each member with not less than 24 hours notice. All three members of the Executive Committee must be present to constitute a quorum for the transaction of business. The Executive Director shall act as chair of the Executive Committee.

## ARTICLE VII

### Officers

Section 1. Number. The officers of the Corporation shall be Executive Director, Co-Director, a Secretary, and a Treasurer. All officers shall be elected to office from among the Directors then serving at the time of the election.

Section 2. Compensation of Officers. Officers of the Corporation shall serve without compensation, with the exception of the Executive Director, and the Secretary who may be compensated with a salary, if determined by the Board of Directors. Officers shall be entitled to be paid the cost of reasonable expenses incurred in the course of their duties.





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Section 3. Vacancies, Term and Removal. The Executive Director, the Co-Director, the Secretary and the Treasurer of the Corporation, and all other officers shall be elected to serve a one (1) year term and, except in the case of death, resignation or removal, shall hold office until their successors are chosen and qualify. Any officer may be removed, with or without cause, at any time, at any Board of Directors meeting at which a quorum is present by a vote of two-thirds of the number of Directors then serving in office. Vacancies among officers shall be filled by a majority vote of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. A quorum must include the two thirds majority of operating or retired commercial fishermen currently serving on the Board.

Section 4. Executive Director. The Executive Director shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, shall have charge of the general management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 5. Co-Director. The Co-Director shall, in case of the absence or disability of the Executive Director, perform the duties and exercise the powers of the Executive Director. In addition, the Co-Director shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all proceedings of the Board of Directors in a book kept for that purpose, and shall perform like duties for the Executive Committees, if any. The Secretary is responsible for carrying out the directives of the Executive Director and the majority vote and shall perform such other duties as prescribed by the Board of Directors or the Executive Director, under whose supervision the Secretary shall function. The Secretary shall have authority to affix the corporate seal to any instruments requiring it and when so affixed, his or her signature may attest it. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest to the same.

Section 7. Treasurer. The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the Executive Director, under whose supervision the Treasurer shall function.

Section 8. Bonding. Any officer or employee of the Corporation having access to or major responsibility for the handling of money or securities of the Corporation shall, if required by the Board of Directors, give such security to the faithful performance of his or her duties as the Board of Directors may require.

## ARTICLE VIII



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## Indemnification and Insurance

Section 1. Indemnification. Every person who is or shall have been a Director, Officer or employee of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all cost and expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit, or proceeding of which he or she may be made a party by reason of his or her being or having been a Director, Officer, or employee of the Corporation, except in relation to any matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and other than in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorneys fees, damages, and reasonable amounts paid in settlement.

Section 2. Insurance. The Corporation shall have power to purchase and maintain insurance on the behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Trustee, Partner, Fiduciary, employee or agent of another Corporation, partnership, joint venture trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this section.

## ARTICLE IX

### Financial Matters

Section 1. Disposition of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositories as the Board of Directors may from time to time determine.

Section 2. Checks. All checks, drafts, endorsements, contracts, agreements, notes and evidence of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors may from time to time determine.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on December 31.

## ARTICLE X





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## Amendment of Bylaws

The bylaws of the Corporation shall be subject to amendment or repeal, and new bylaws adopted, by the Board of Directors at any annual or special meeting thereof by a two-thirds vote of the voting Directors then serving in office. Any proposal to amend these bylaws shall be included with the notice of the meeting at which the amendment is to be considered.

January 16, 2022

## New England Fishermen Stewardship Association

### Elected Corporate Officers

**CEO, Jerry Leeman III *Mobile Gear Fisheries***

Cannot Vote at Board Meetings

*Paid position*

**COO, Dustin Delano *Fixed Gear Fisheries***

Cannot Vote at Board Meetings

*Paid position*

### Stewardship Coordinators

**Operations Administrator, Caroline Howlett *Fisheries Education***

Cannot Vote at Board Meetings

*Paid Position*

### Board Directors

**Research and Development Director, Robert Burke**

Board Member, can Vote at Board Meetings

*Paid Position*

**Director, Jerry Leeman Jr.**

Board Member, can vote at Board Meetings

**P&V Director, Devyn Campbell**



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Board Member, can Vote at Board Meetings

**Fixed Gear Director, George Prince**

Board Member, can Vote at Board Meetings

**Treasurer, Ronald Musetti**

Board Member, can Vote at Board Meetings

**Secretary, Alison Hawkes**

Board Member, can Vote at Board Meetings

