

1. Green Space Gathering Agenda

Documents:

[2016 GREEN SPACE GATHERING AGENDA.PDF](#)
[FRIENDS AND COMMUNITY PARTNERS HANDBOOK V9.PDF](#)

2016 Green Space Gathering

Location: King Middle School – Cafetorium

Date & Time: October 20, 2016 from 5:30 PM – 7:30 PM

Focus: “Get to Know Your Parks”

AGENDA

- 5:15 - 5:30 Check-in (name, park affiliation, contact info)**
- 5:30 - 5:55 Food & Drink – Networking (continued check in)**
- 6:00 - 6:05 Opening remarks Sally Deluca, Director of Parks, Recreation & Facilities
Parks & Rec Reunited**
- 6:05 - 6:15 Parks Commission Highlights Diane Davison, Chair**
- 6:15 - 6:25 Our Parks and Green Spaces Ethan Hipple, Parks Director**
- 6:25 - 6:40 Our Friends & Community Partners (FCP) Sally**
- 6:45 - 7:10 Rick Knowland – City planner**
- 7:15 - 7:30 Brief Q&A**

More socializing if time allows

Adjourns 7:30 p.m.



Friends and Community Partners Handbook

October 2016

City of Portland, Maine
Office of the City Manager
389 Congress Street
Portland, Maine 04101

FRIENDS AND COMMUNITY PARTNER HANDBOOK

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INTRODUCTION

The success of Portland Parks, Recreation & Facilities (PPR&F) PPR&F depends on collaborative support, advocacy, assistance, and enthusiasm through dedicated public stewardship efforts. Each year, dedicated Portlanders help the city's parks, natural areas, trails, playgrounds, athletic and recreational facilities/programs flourish through individual volunteerism or through work with a host of organized PPR&F "Friends and Community Partners" (FCP).

Recognized FCP demonstrate a level of commitment and service that is transformative for parks and open space. With a commitment to protect public interest and the "commonwealth," these groups donate hundreds of hours of skilled and unskilled labor, as well as raise funds, which strengthen Portland's park and recreation system. Partnerships formed between municipalities and local constituency groups are beneficial for parks & open spaces. These relationships are essential for site management and successful fundraising support through grant writing activities.

The intent of this handbook is to highlight where mutual benefit exists for PPR&F and its FCP in order to promote collaboration between them. There is no intent to add to the complexity and "bureaucracy" or to constrain the legal autonomy of any group; rather to define practices; clarify values, obligations, and expectations; as well as commit to a spirit and method of collaboration and accountability. In this document, the words "partner" and "partnership" are used, not in their legal sense, but to reflect a shared commitment to collaboration for the mutual benefit of PPR&F and the friends/community partner groups. Nothing contained in this PPR&F's Friends & Community Partner handbook is intended to create, or shall in any event or under any circumstance be construed as creating, a legal partnership or a joint venture between PPR&F and any individual or organization. Guidance in this handbook was developed using input from the Parks Commission, PPR&F management, PPR&F staff liaisons, friends and allied partner groups, and the public at-large.

As of February, 2016 approximately TBA Friends/Community Partner associations were listed on the City of Portland website. A list of those organizations can be found in the Appendix.

The Parks Commission was established by the City of Portland in 1983. The Park Commission's mission is to advocate for the enhancement and stewardship of our parks and open spaces. Review and propose projects that impact parks/open spaces and recommend action with respect to same; foster collaboration among park users and the City; promote public access and enjoyment and advocate for public and private funding for parks and open spaces.

Associations with Friends and Community Partners have been instrumental in achieving goals focused on improvement, beautification, preservation, redevelopment, social activities and other objectives, reflecting an ongoing commitment to improving the quality of life within their Portland's parks, open spaces and trails.

GOALS AND ACTIVITIES

Best Practices to Promote Collaboration between PPR&F and its FCP

Projects in Portland parks are accomplished in several ways:

- PPR&F initiates and implements project independently of FCP.
- PPR&F initiates project and implements in collaboration with FCP.
- FCP initiates project and implements in collaboration with PPR&F.

Once PPR&F determines that a partnership is the best way to accomplish a project or an important objective PPR&F staff generally will follow one of these strategies for implementation:

- (a) negotiate an agreement based on a proposal from an existing FCP group; or
- (b) seek an existing FCP group and propose an arrangement; or

(c) assist in the creation of a new FCP group/partner.

Once that relationship is established, PPR&F will seek to:

- Align Shared Vision and Mission. Develop a shared vision of work to be accomplished-reflecting both the broad body of work (mission) and each project or initiative to be undertaken.
- Practice Fairness and Transparency. Provide a consistent, fair, and open review process for all initiatives.
- Ensure Good Communication. The success of every partnership is dependent upon the structure, frequency, and quality of communication between the partners.
- Maintain an Environment of Trust. Trust, coupled with accountability, is an essential ingredient for successful partnerships and enables collaboration and contribution.
- Honor Commitments. Partnerships require a shared commitment to each other's success.
- Network and Build Relationships. Successful partnership efforts establish formal systems to identify people who can add value and support.
- Honor Diversity and Inclusivity. Diverse group leadership, membership, and service recipients provide value and continuous improvement to any partnership.
- Ensure Cultural Sensitivity. Cultural sensitivity and proficiency ensures partners have the skills to provide a park and recreation system that is relevant to people of all ages, genders, ethnicities, sexual orientation and cultures.
- Negotiate a Formal Agreement. F&CP may be required to enter into a formal written Memorandum of Understanding (MOU) agreement with PPR&F that describes work plans, assigns responsibilities, and identifies mutual interests, risks and expectations. This agreement will also outline management and disbursement of funds raised for the specific project and the bidding and hiring process with contractors who will provide improvements.
 - Project funds raised by FCP are always gifted to the City. The City then procures the services required to accomplish the project, with the FCP having continued collaboration and input in the process.
- Roles, responsibilities and accountability must be clearly defined and identified for each party to the MOU agreement to enable ongoing oversight and communication protocols must be established.

Spectrum of Functions for Friend & Community Partners

In addition to the Best Practices listed above, FCP may also provide the following functions in its partnership with PPR&F:

- Advisory: Provide advice to PPR&F staff on a particular aspect or element of the PPR&F system following official endorsement by the Parks Commission and the Portland City Council.
- Advocacy: Advocacy may be expressed through:
 - a) Public testimony during formal City hearings
 - b) Discussions and written correspondence with key decision makers and key stakeholders
 - c) Sponsorship
 - d) Raising cash or in-kind contributions and/or
 - e) Volunteering time
- In specific instances with prior approval from PPR&F, FCP and PPR&F may share responsibilities for Service Provision: Joint programming and shared results between PPR&F and its partner.

Examples

Current existing examples of FCPs which successfully partner with PPR&F include Portland Trails, Cultivating Community and Friends of the Eastern Promenade. FCPs are usually formalized entities (non-profit, private or public) with responsibilities for enhancing or improving PPR&F program operations or services. FCPs generally provide limited financial investment beyond collection of fees or in-kind provision of goods and services compared to PPR&F's financial

investment.

Memorandum of Understanding: A legally binding Agreement (MOU) is required in all cases where a service or improvement is made to City property by an FCP group. Sample MOU included in appendix.

Agreement forms: Formal City approved and/or endorsed agreements in most cases require PPR&F park permit, license agreement, concession agreement, PPR&F friends agreement, management agreement or memorandum of understanding, or City Council approval,

In some instances a more robust role for the FCP might be contemplated, leading to independent program operation of a park site by the FCP. As an example, in 2015 the Friends of Congress Square Park had a shared mission with PPR&F and demonstrated a capability to invest significant financial and technical resources to almost independently operate Congress Square Park. While any such partner must manage the site to PPR&F approved policies, rules, and standards, the day-to-day operations & programming may be completed without significant PPR&F involvement. Some site or building maintenance functions may remain with PPR&F. In this instance also, a legally binding agreement is required.

In other instances the FCP may participate in financing, building, operating and maintaining a park or open space facility. In this case it must be established to PPR&F's satisfaction that the FCP has established shared goals and mission with PPR&F and the capability to finance, build, operate, and maintain a facility to the mutual benefit of the partner, PPR&F, and the community. The FCP will abide by PPR&F policies, rules, and standards via a formal long-term agreement with limited involvement by PPR&F. Capital improvements made by the Partner may be transferred to PPR&F at the conclusion of the agreement. A legally binding Agreement will be required.

CONSIDERATIONS FOR GETTING ORGANIZED

The information in this section identifies some fundamental organizational components, which should be considered when officially organizing a Friends & Community Partner group.

Early efforts to involve neighbors, residents & stakeholders in FCP successfully provides a cross-section of interests, talents, resources and good public relations for the F&CP and its park/open space and can serve as a source of enthusiastic and energetic members and volunteers.

Organizational Meeting

While the idea for forming an FCP group often begins with discussions among a small group of neighbors, it's important to expand the group to the park's neighboring community members at the earliest time possible. As many residents as possible should be involved in the organizational process.

Identifying a clear idea of what the group hopes to accomplish is also a helpful way to bring organization to the meeting and avoid an open agenda that may limit its effectiveness. One way to accomplish this to consider is to call the first FCP meeting after the core group has identified general ideas for the group, but before those ideas are seen as the only approach possible. A potential pitfall to avoid here is that the core group has developed a complete blueprint for the organization, other residents may feel limited in their ability to contribute.

It is common for organizers to appoint someone to serve as temporary chairperson and for someone to keep minutes summarizing each meeting in order to highlight group discussion and record decisions. You may also choose to collect attendees names, addresses, phone numbers, email addresses, and areas of interest and expertise at the meeting. Other general considerations for meetings include creating an agenda, and having a detailed map of the proposed boundaries of the FCP group that could be on displayed at meetings. (Maps may be available from City of Portland for some areas).

All meeting minutes/summaries should be maintained as part of a permanent record and kept in an official book along with other important documents such as the charter, by-laws, and financial statements. A separate location of computer files is also helpful in the event the book is lost or misplaced.

Ad Hoc Committees

Park/Open Space Boundaries

An early step should be to define the area the FCP group proposes to represent. The City of Portland can provide information on the boundaries of surrounding registered FCP. Overlapping FCP groups may result in potential conflicts and should generally be avoided.

Goals And Objectives

Goals and objectives for your FCP group should be based on an assessment of present conditions, likely changes, and identifiable needs of your park/open space. The City of Portland has a number of documents such as the Portland's Comprehensive Plan, Peninsula Traffic Study, or A New Vision for Bayside that might be researched further to aid in establishing appropriate goals and objectives. Typically, a systematic identification of park/open space issues, subsequent goal statements, and a simple ranking of priorities is often an excellent starting point for an initial program.

Create a Mission Statement

The mission statement may identify a problem or a goal and, while they don't go into a lot of detail, they start to hint - very broadly - at how your organization might fix these problems or reach these goals. Some general guiding principles about mission statements are that they are concise, outcome oriented and inclusive.

Concise mission statements generally get their point across in one sentence. Outcome-oriented mission statement explains the fundamental results your organization is working to achieve. While mission statements do make statements about your group's key goals, it's very important that they do so very broadly and in an inclusive way. Good mission statements are not limiting in the strategies or sectors of the community that may become involved in the project.

By-Laws

Incorporation as a non-profit entity enables receipt of funds from charitable foundations, corporations and individuals.

By-laws govern the conduct of the FCP groups. They are adopted by the members and can only be changed by the organization. By-laws include a description of the organization's purpose, membership rights and qualifications, election and voting procedures, titles of officers and board members, terms and responsibilities, and rules for amending the by-laws. Some organizations may want to make all the decisions at membership meetings while other organizations may delegate more responsibilities to their board and officers.

Articles Of Incorporation & Tax Status

A Friends & Community Partner group is not required to incorporate, but may wish to do so in order to be eligible for other programs and potential grant sources. To incorporate, an FCP group must develop Articles of Incorporation, which are to be filed with the Secretary of State. Link included in attachments

State and federal tax regulations for nonprofit organizations should be reviewed during the organizational process. The committee reviewing tax regulations should work closely with the committee preparing the Articles of Incorporation. Please refer to Attachment III.

STAYING ACTIVE

Standing Committees

If your FCP group is to function on a continuing basis, standing committees can be helpful to work on specific interests and make recommendations to the membership. Committees may be formed to cover projects or programs including fund-raising, City of Portland meetings and public hearing schedules, and social events, among others. Organizations should maintain broad representation on such committees to create greater participation by neighborhood residents in the planning and decision-making process.

The most important aspect of any FCP is the ability to maintain an active and engaged organization. The Group must continue to involve members & residents in all activities and issues in order to operate effectively. This may include fund-raising, park/open space events, ongoing communications, special projects, and community involvement.

Ad Hoc Committees

Many organizational decisions need to be made by the FCP group and some decisions require research. Many groups find it most efficient to form ad hoc committees, which then develop recommendations to be presented to the general membership for review and adoption. Suggested areas for ad hoc committees are:

- Organizational structure (officers, policies, procedures, board of directors, by-laws, articles of incorporation and tax status).
- Park, Open Space or Trails boundaries.
- Friends/Community Partner goals and objectives.
- Standing committees such as Executive and Finance/Budget committees, etc.

This list is a sample listing; however, other committees may be appropriate for particular groups.

Fundraising and Finances

Fundraising is one of the most important elements in maintaining an active organization. FCP should develop budgets to identify the resources and costs necessary to sustain a successful operation. Groups generate funds in a variety of ways including dues and special events such as open space tours. In some cases, donations can be requested for special projects (more information on this is included in the "Specific Projects" heading below). Dues assessed each member vary among neighborhood associations and should be enough to at least cover such items as newsletters, flyers, postage, stationery and other basic functions.

Fundraising activities are limited only by the creativity, interest, and commitment of the FCP and it's members. You may want to contact other successful associations to learn about what they have done. Maine Association of Nonprofits (insert link?) is a wealth of information for organizations at any level of capacity.

Friends & Community Partner Events

Many FCP groups have special events or programs such as open houses, cleanup campaigns, annual picnics or holiday events, which serve to enhance and promote the Park/open space. Such events stimulate pride, raise funds, educate and draw interest in the organizations mission. Scheduling these events during different times of the year (e.g. spring cleanup, July 4th festival, and open-house tours in the fall) provides for continuing interactions among neighborhood residents. Such events should be carefully planned to involve as many residents/members as possible. Committees should oversee the programs, review t costs, and coordinate various assignments.

Ongoing Communications

Good communication is critical for an effective organization in which members stay involved and committed. Newsletters and regular meetings are proven ways to maintain a high level of interest and participation. A yearly survey of park/open space interests and any current issues is also a good way to encourage communication and engender interest and participation. Many associations distribute their newsletters via email to members, stakeholders and community leaders to encourage a continuing dialogue. Communication among members/residents through newsletters, regular meetings, or special events is extremely important and should never be underestimated.

Using the Internet to set up group email lists and/or an association website can be an especially useful tool in all of these efforts. The time and expense of a website should be well worth the effort given the savings in printing and distribution of materials versus traditional methods.

Keep your friends/community partner contact information current with the City Manager's Office (756-8288).

Specific Projects

Park/Community Partner groups can advocate for, fundraise, and collaborate with the PPR&F on specific projects for their parks/open spaces. Projects encourage all residents to become more involved. Some frequent or typical projects include flower planting, tree maintenance, sidewalk shoveling programs, adopt a park and graffiti removal, to mention a few examples. Projects related to park/open space safety are excellent ways to get everyone involved.

IMAGE (or included in Appendix)

City Of Portland Meetings (Notification to the City of Portland)

Your FCP group will receive notice of proposed changes or development proposals, which directly affect the associated park/open space. However, there are many other government actions, which may affect your park/open space directly or indirectly. By appointing someone to monitor the City of Portland meeting schedule, you can stay abreast of the decisions being made and have input into those decisions. Please see the city website homepage for a complete weekly schedule and agendas of all City of Portland public meetings.

Portland City Council meetings are generally held on the first and third Mondays of each month at 5 PM in Council Chambers at Portland City Hall. Please refer to the City of Portland website for updated information regarding meeting schedules for City Council workshops; Planning Board, Historic Preservation Board or any other appropriate city committees. The Parks Commission meets on the first Thursday of each month.

Annual responsibilities of FCP shall be provided to the Parks Commission for our Annual Report in conjunction with City's fiscal calendar; July 1 – June 30 of the previous year. Examples of what this information shall include are:

- In-kind contributions

- Total volunteer hours

- Programming report, including:

 - Total number and category of events

 - Average attendance

- Percentage of Master Plan improvements achieved (if applicable)

CONCLUSION

FCP have contributed immeasurably to the quality of life in the City of Portland by:

- Providing a forum for individual voices to be heard;
- Helping to determine community priorities and influence community decisions;
- Advocating and collaborating on projects which have improved the appearance of the community and stimulated pride in parks/open spaces and the community as a whole;
- Providing an opportunity for residents to learn new skills and serve as a training ground for new community leaders; and
- Contributing to the vibrancy of our City, well-being of residents and to a spirit of cooperation and community among neighbors.

The ultimate goal of a FCP is two-fold: (1) to achieve immediate objectives for the enhancement and conservation of their park/open spaces and (2) to build an organization that will endure and grow stronger over time. Everything your FCP group does together, from cleaning the park, to raising funds for special projects to speaking out at public hearings, strengthens your organization and reinforces the quality of life for the city as a whole. In this sense, parks/open spaces are the building blocks of the city.

If we can help you, please call on us. We wish you much success in all your endeavors!

APPENDIX

ATTACHMENT I

The following is a sample of bylaws from Friends of the Eastern Promenade,

BY-LAWS

OF

FRIENDS OF THE EASTERN PROMENADE

ARTICLE I - NAME, DEFINITIONS AND PURPOSES

1.1 Name. The name of the Corporation is Friends of the Eastern Promenade.

1.2 Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code. In particular, the Corporation's purposes are to preserve the significant historic public landscape, protect the environmental integrity, and enhance recreation use of the Eastern Promenade in Portland, Maine.

ARTICLE II - MEMBERS

2.1 Membership Eligibility. Membership is open to any individual over 18 years of age, or any entity, that supports the purposes of the Corporation. There shall be no separate membership classes.

2.2 Membership Dues/Donations. Members must pay annual dues as determined by the Board of Directors.

2.3 Voting Rights of Members. Each Member in good standing shall have the right to vote for the Directors of the Corporation and on any other matters submitted by the Board of Directors to the Membership, as further set forth in these Bylaws. Each Member shall have one vote; provided, however, that no more than two Members from a given household shall have the right to vote.

2.4 Membership Meetings.

a. Regular meetings. Regular meetings of the Members may be held at such time and place as the Board of Directors may determine.

b. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than twenty-five (25) Members of the Corporation entitled to vote and filed with the Secretary. Ten (10) days' written notice as to the time, place, and subject matter of the Special Meeting must be given to all voting members. At such Special Meetings no business shall be transacted which is not specified in the notice of the meeting.

c. Annual Meetings. An Annual Meeting of members of the Corporation shall be held in every calendar year, under the direction of the Board of Directors, for the purpose of electing Board members, hearing reports and conducting such other business as may properly come before the Corporation.

d. Quorum. At any meeting of the Members, ten (10) Members shall constitute a quorum. Any meeting may be adjourned 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. When a quorum is present at any meeting, a majority of the votes properly cast by members shall decide any question.

ARTICLE III - DIRECTORS

3.1 Powers. The business and affairs of the Corporation, its supervision, control and direction, shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Corporation. Subject to the terms and conditions of the Articles of Incorporation, and these By-laws, as amended from time to time, it is intended that the directors as referred to herein have the same rights, powers, obligations and functions as are ascribed to and imposed upon directors for non-profit corporations under applicable law. Except as otherwise specifically set forth herein, the Board of Directors may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit.

3.2 Election and Composition of Board. Until the first annual meeting of the membership the incorporators shall serve as

the Board of Directors. At the first annual meeting of the members of the Corporation, and at each annual meeting thereafter, the directors then in office, having due regard to the corporate mission, the city-wide and regional significance of the historic Eastern Promenade, and its constituency, shall present a slate of nominees for election by the membership to hold office until the election and qualification of their respective successors. The Board of Directors shall be maintained by such staggered elections as may be necessary to elect approximately one third of the Board every year. The number of directors shall be not less than five nor more than twenty-one (exclusive of honorary directors).

3.3 Absences; Resignation; Removal; Vacancies. A director shall make every effort to attend the regular and special meetings of the Board, and if unable to attend a meeting shall notify the president in advance. Any director who misses more than three (3) meetings annually without being excused by the president shall be notified by the president of such failure to attend and will thereafter be subject to possible removal by the Board for non-attendance. Any director may resign at any time by giving written or electronic mail notice to the President or the Board of Directors and may be removed at any time in accordance with applicable law. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of directors, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any director so elected shall hold office until the election and qualification of a successor.

3.4 Honorary Directors. The Corporation may have an unlimited number of honorary directors who shall be entitled to notice of and the right to attend all meetings of the Board, but who shall not have the right to vote. An honorary director shall be appointed by the Board of Directors at its discretion, with the honorary director's term of appointment to be determined by the Board.

3.5 Annual Meeting. As soon as practicable after each annual meeting of the membership, the newly elected directors shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given.

3.6 Regular Meetings. The Board of Directors shall establish a schedule for regular meetings of the Board.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the President or the Secretary and must be called by either of them on the written, or digital request of one-fifth (1/5) of the members of the Board.

3.8 Notice of Meetings. Notice of all directors' meetings, except as herein otherwise provided, shall be given either by mailing the same at least three (3) days before the meeting, or by digital means at least one (1) day before the meeting, to the usual business, residence, or digital address of the director as indicated in the Corporate records. At any meeting at which every director shall be present, even though without notice, any business may be transacted.

3.9 Quorum; Voting. At all meetings of the Board of Directors a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

3.10 Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without meeting, if a written consent to such action is signed by, or digital consent is received from, all members of the Board or of such committee, as the case may be, and such consent is filed with the minutes of the proceedings of the Board or committee.

3.11 Telephone Meetings. Members of the Board of Directors, or a committee of the Board, may participate in a meeting by means of a conference telephone, or similar communications equipment, if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE IV - OFFICERS

4.1 Executive Officers. The Executive Officers of the Corporation shall be a President and a Vice President, who shall be selected from among the Board of Directors, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these By-laws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, provided that the President shall not also be a Vice-President.

4.2 Resignation, Removal; Vacancies. Any officer may resign at any time by giving written or electronic mail notice to the President, or the Board of Directors, and may be removed from office by the vote of the directors at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement,

disqualification, or any other cause, the Board of Directors, by majority action, may select an officer to fill such vacancy.

4.3 President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as are customary to the office and as may be assigned to that office by the Board of Directors.

4.4 Vice President. At the request of the President, or in the event of absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President and shall perform such other duties as the Board of Directors may determine.

4.5 Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation; the Secretary shall have charge of the minutes and such other records as the Board of Directors may direct, may attest to the accuracy of such books and records and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board of Directors.

4.6 Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of the Board of Directors.

4.7 Other Officers. The Board of Directors may elect or appoint any such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board of Directors.

ARTICLE V - COMMITTEES

5.1 Committees. The Board of Directors may also appoint from their number, or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. Provided, however, that every such committee have as a member at least one director from the Board. The President shall be a voting member ex officio of each committee appointed by the Board of Directors.

5.2 Executive Committee. There shall be an Executive Committee composed of the officers of the corporation and the committee chairs, which shall have such powers and duties as shall from time to time be prescribed by the Board.

5.3 Rules. Records of Proceedings. Each Committee may prescribe rules and procedures for the call and conduct of its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President.

5.4 Standing Committees. The Board may establish such standing committees as it deems necessary or advisable. Each Standing Committee will submit to the Board an annual action plan with a budget. The Board is responsible for reviewing, approving and prioritizing the action plan of each committee.

ARTICLE VI - CORPORATE ASSETS AND EARNINGS

6.1 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, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no member, director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation (except that a member, director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

6.2. This corporation shall exist in perpetuity, but in the event of 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©(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

6.3 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII - MISCELLANEOUS

7.1 Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

7.3 Records and Reports. The Corporation shall keep correct and complete records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meetings of the Board of Directors and filed within twenty days thereafter at the principal office of the Corporation.

ARTICLE VIII - INDEMNIFICATION

8.1 Indemnification. The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former members, officers, trustees, employees, committee members and agents of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement, or otherwise.

ARTICLE IX AMENDMENTS

9.1 BY-LAWS. The Board of Directors shall have power to make, alter, amend, and repeal the By-laws of the Corporation by vote of a majority of all of the directors present at any regular or special meeting.

9.2 Articles of Incorporation. The members shall have power to amend the Articles of Incorporation of the Corporation by vote of a majority of the members present at any regular or special meeting; provided, the Board of Directors shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a subsequent membership meeting. Written or digital notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote thereon at least ten (10) days but not more than fifty (50) days prior to the date of the said membership meeting, said notice to be sent to the business, residence, or digital address indicated in the Corporate records.

ATTACHMENT II

Sample Memorandum of Understanding (MOU)

MEMORANDUM OF UNDERSTANDING
BETWEEN
CITY OF PORTLAND
AND
FRIENDS OF THE EASTERN PROMENADE

WHEREAS, the City of Portland (Portland) is a municipality under the laws of the State of Maine with a principal location at 389 Congress Street, Portland, Maine 04101 (“Portland”); and

WHEREAS, the Friends of the Eastern Promenade is a non-profit corporation under the laws of the State of Maine with a principal place of business in Portland, Maine (“Friends”); and

WHEREAS, Fort Allen Park is one of Portland’s premiere public outdoor spaces due to its historical significance, monuments and panoramic views of Casco Bay and Portland Harbor; and

WHEREAS, the Eastern Promenade Master Plan, adopted as part of Portland’s Comprehensive Plan in 2003, recommends improvements to Fort Allen Park; and

WHEREAS, the restoration of Fort Allen Park has been identified as a priority project by the Friends (hereinafter the “Fort Allen Restoration Project”); and

WHEREAS, the purpose of this Memorandum of Understanding (“MOU”) is to address the City and the Friends’ collaboration to restore Fort Allen Park; and

NOW THEREFORE, in consideration of the following, the City and the Friends hereby agree as follows:

1. The Friends and the City will establish a working group including members of the City's Department of Public Services and the Friends to oversee the Fort Allen Restoration Project;
2. The aforementioned working group will work together collaboratively to make all decisions in connection with the Fort Allen Restoration Project. In the event, however, that there is any disagreement between the City and the Friends, the City shall have be the final decision maker with regard to all aspects of the Fort Allen Restoration Project;
3. The Fort Allen Restoration Project including, but not limited to, the development and construction phases will be conducted in accordance with the City Code and State law requirements including, but not limited to, the City's Site Plan and Historic Preservation Ordinances;
4. The Friends shall provide funds to hire a consulting team to perform the research, planning, design, development, bidding and construction of the Fort Allen Restoration Project;
5. The Friends will pursue additional funding including, but not limited to, grants, donations and/or organizational funds for the implementation of the Fort Allen Restoration Project; and
6. The City will pursue funding including, but not limited to, capital improvement funds, grants, in-kind services and/or other financial sources, for the implementation of the Fort Allen Restoration Project;

This agreement represents the entire agreement between the Friends and the City with regard to the Fort Allen Restoration Project and supersedes and replaces all terms and conditions of any prior agreements, arrangement, negotiations and/or representations. This agreement may not be modified except for in writing executed by the Friends and the City.

Seen and Agreed to this ____ day of November, 2011.

WITNESS

FRIENDS OF THE EASTERN PROMENADE

Diane Davison, President

WITNESS

CITY OF PORTLAND

Mark A. Rees, City Manager

ATTACHMENT III

ARTICLES OF INCORPORATION FOR STATE OF MAINE
<http://www.maine.gov/sos/cec/forms/MNPCA6.PDF>

ATTACHMENT IV
LIST OF FRIENDS AND COMMUNITY PARTNERS
From City of Portland Website

DRAFT