

## **THE LACKAWAXEN RIVER CONSERVANCY BY LAWS**

### Article 1 – Name/Location

#### Section 1 - Name

The name of this organization shall be The Lackawaxen River Conservancy.

#### Section 2 - Location

The Lackawaxen River Conservancy resides in the state of Pennsylvania, county of Pike, at P.O. Box 176, Rowland, PA 18457.

### Article 2 - Purposes and Policy

#### Section 1 - Purpose

The purposes of The Lackawaxen River Conservancy shall be to promote and preserve the environment of the Lackawaxen River watershed and the water quality of the Lackawaxen River, promote the natural bounties thereof, provide educational materials on the benefits of and methods to achieve protection and preservation of the natural integrity of the watershed, and protect and preserve terrestrial and aquatic life in the watershed.

In order to further these purposes the organization shall conduct scientific and educational activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, including:

- (a) creating public awareness of the need for and methods of protection of the Lackawaxen River watershed;
- (b) conducting scientific investigations and research; and
- (c) such other means as are appropriate and consistent with the restrictions set, forth in any Articles of Incorporation.

#### Section 2 - Political Policy

The Conservancy shall not support or oppose any political policy or any candidate. No substantial part of the activities of The Conservancy shall be the carrying on of propaganda or attempting to influence legislation.

### Section 3 - Non-Profit Status

The Conservancy shall not engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income tax as an organization described in Section 501 (c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code.

### Section 4 - Equal Opportunity

The programs, services and activities of The Conservancy will be open to all segments of the public at large without regard to race, creed, color, sex, age, or national origin.

### Section 5 - Representation

It shall be the policy of the of The Conservancy that any officer or member cannot make any public or private statement while representing The Conservancy without first having that statement approved before a quorum of the Board of Directors.

## Article 3 - Membership

### Section 1 - Eligibility

Any person who subscribes to the purposes and policy of The Lackawaxen River Conservancy shall be eligible for membership.

### Section 2 - Voting Members

The members of The Conservancy shall consist of the members of the Board of Directors and such other persons, associations, and organizations as shall pay dues fixed by the Board of Directors. Each member of The Conservancy shall have one vote on every matter that comes before the members, and no member shall be entitled to cumulate his votes for any purpose.

### Section 3 - Membership Dues

There shall be a minimum annual membership dues requirement as determined by the Board of Directors. The Board of Directors shall set the various classes of members and appropriate annual dues requirement for each class.

### Section 4 - Membership Renewal

Upon failure of a member to pay the required dues after 30 days notice, the membership shall be terminated.

### Section 5 - Meeting Time

Monthly meetings will be held on the third Tuesday of each month at a time and place as designated by the Board of Directors.

## Article 4 - Meetings

### Section 1 - Annual Meeting of the Voting Members

A meeting of the members of The Conservancy shall be held each calendar year at such date and hour and at such place as the Board of Directors may select for the election of Directors and for the transaction of such other business as may properly come before the meeting. Notification, by mail shall be provided to each member 30 days prior to such annual meeting.

### Section 2 - Special Meetings of the Voting Members

Special meetings of the members of The Conservancy may be called at any time by the Chairman of the Board, President or by the Board of Directors and must be called by the President or Secretary on receipt of written request thereof signed by no less than ten percent (10%) of the voting members. Notification of such meeting shall be provided to each member at least eight days prior to the meeting

### Section 3 - Quorum for Meeting

Fifteen members or 10 percent of the members of The Conservancy, whichever shall be the lesser number, shall constitute a quorum for transaction of all business.

## Article 5 - Board of-Directors

### Section 1 - Authority

The Board of Directors shall have full authority to manage and control the business and affairs of the Conservancy.

### Section 2 - Number

The Board of Directors shall consist of not less than 9 persons and not more than 13 persons, elected by the membership at each annual meeting. Appointed members shall serve for a period of one year. The Board of Directors may elect such number of additional Honorary Directors from time to time, as it may deem appropriate. Honorary Directors shall have no vote except as and to the extent that, they are members of The Conservancy. All members of the Board shall be members of The Conservancy.

### Section 3 - Election

Members of the Board shall be elected at the annual meeting of The Conservancy to serve for a period of three years or until their successors shall qualify. The terms of office shall coincide with the fiscal year and thus commence on 1 January following election.

All nominations for Director shall be made by the Nominations Committee during the monthly meeting immediately preceding the annual meeting. Any additional nomination for Director, made from the floor, must be made during that monthly meeting immediately preceding the

annual meeting. No nomination, in any form, for Director subsequent to the aforesaid monthly meeting shall be accepted for that year.

The initial terms of office of the first Board of Directors shall be staggered terms as follows: one-third of the members of the Board shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years. In the event of an increase or decrease in the number of Directors, from time to time, the term of any new Director shall be established by lot or other wise, in order that as far as possible the terms of one-third of the Directors shall expire each year, so that at each subsequent annual meeting, one-third of the Directors shall be elected to serve for a period of three years, or until their successors are duly elected and qualified.

#### Section 4 - Terms

Any member of the Board of Directors may serve two consecutive three-year terms. A member who has served two consecutive three-year terms may become eligible for election to the Board of Directors following an absence from the Board for at least one year.

#### Section 5 - Vacancies

Any vacancy in the Board, which occurs between the annual meetings of the voting members, may be filled by appointment of the remaining members of the Board to fill the unexpired term.

#### Section 6 - Board Meetings

The Board of Directors shall meet at the call of the Chairman or any three members of the Board. Notice of such meetings shall be mailed to each member of the Board not less than five days before such meeting.

There should be monthly meetings and additional meetings may be held at such time and place as shall from time to time be determined by the Board. A regular meeting for the election of officers and the transaction of such other business as may properly come before the meeting shall be held immediately following each Annual Meeting of members in each year.

#### Section 7 - Quorum

A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

#### Section 8 - Removal

The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of the court or convicted of a felony. Any director who fails to attend three consecutive meetings of the Board without providing appropriate notice may be removed by the Board.

#### Section 9 - Powers

The business and affairs of The Conservancy shall be managed by its Board of Directors. The Board of Directors shall have control of the property and activities of The Conservancy, including the power to purchase, lease, mortgage and sell or encumber by easement, restriction or otherwise, any land, building, or other real estate heretofore or hereafter acquired by The Conservancy. The Board shall have the power to employ agents, workmen, and other employees to carry on the activities of The Conservancy. The Conservancy may employ one or more of its officers on a full or part time basis.

#### Article 6 - Officers

##### Section 1 - Annual Terms

The Officers of the Conservancy shall be a President, one or more Vice Presidents, a Secretary and a Treasurer elected for annual terms by the Directors from their own membership at their first meeting following the Annual Meeting of The Conservancy. Each Officer shall be elected to serve for a period of one year commencing on 1 January following election. Each Officer shall be a member of The Conservancy.

##### Section 2 - Special Officers and Appointees

The Board of Directors may from time to time provide for or appoint such other officers and agents as they shall determine and fix the duties, powers, and terms of service of such agents or officers as they shall appoint.

##### Section 3 - President's Duties

The President shall be the chief executive and operating officer of The Conservancy and shall preside at all meetings of The Conservancy and Board of Directors and of the Executive Committee and shall be ex-officio a member of all standing committees.

##### Section 4 - Vice President's Duties

There shall be a first vice president and such other vice presidents as the directors may elect. In the absence or disability of the president, or in the case of a vacancy in the office of the president, the duties of the president shall be performed by the first vice president.

##### Section 5 - Officers' Powers and Duties

The officers shall have such powers and duties as are usual to their respective offices and such as may be granted or required of them by the Board, provided that the Treasurer shall, in addition to his other duties, make a full financial report at each annual meeting of the voting members of The Conservancy. Specific officers' duties will be identified at the first Board of Directors meeting after the annual membership meeting.

##### Section 6 - Resignation or Removal

In the event any of the officers resign or be removed by death or otherwise, the Board of Directors shall fill such vacancy for the unexpired term of such office.

##### Section 7 - Compensation

The officers and the members of the Board of Directors shall perform their respective duties without compensation. Board members may be reimbursed for reasonable expenses incurred for Conservancy business.

## Article 7 - Committees

### Section 1 - Executive Committee

The President, with the approval of the Board of Directors, shall appoint an Executive Committee from members of the Board, which shall meet at the call of the Chairman or any two members of the Executive Committee and shall be responsible for executing the plans and program of the Board of Directors. The Committee shall have full authority to act for the Conservancy in all matters during the intervals between Board meetings. It shall report to the Board of Directors at Directors' meetings.

### Section 2 - Fiscal Committee

The President shall appoint annually a fiscal committee to audit or cause to be audited the books of the treasurer and report upon same at the next meeting of the board. The committee shall consist of three directors, whose term shall not expire at the end of the current fiscal year and two members at large.

### Section 3 - Nomination Committee

The President, with the approval of the Board of Directors, shall, no less than 90 days prior to each annual meeting of the members, appoint a nominating committee for the nomination of directors for election at such annual meeting. The committee shall consist of three directors, whose term shall not expire at the end of the current fiscal year and two members at large.

### Section 4 - Special Committees

The President shall appoint such other committees as shall be deemed necessary for the efficient operation of The Conservancy.

## Article 8 - Fiscal Policy

### Section 1 - Fiscal Year

The fiscal year for the Conservancy shall be from January 1 to December 31.

### Section 2 - Check Signing

All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the board of directors may from time to time designate. All documents will require two such signatures, at least one of which must be that of a member of the board of directors and the other may be of the executive director.

### Section 3 - Records and Fiscal Review

The Conservancy will keep correct and complete books and records of account. The Conservancy will keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors. A record of voting members,

their names and addresses shall be maintained. Conservancy books and records may be inspected by any member for any proper purpose at any reasonable time.

## Article 9 - Terms and Dissolution

### Section 1 - Dissolution

The term for which The Conservancy is to exist is perpetual. In the event of termination, dissolution or winding up of The Conservancy in any manner or for any reason whatsoever, the assets of The Conservancy which remain after payment of all liabilities of The Conservancy shall be paid over to and transferred to an organization, or organizations organized exclusively for charitable, educational or scientific purposes similar to those of The Lackawaxen River Conservancy, provided that such recipient qualifies as an organization exempt from tax under Section 501 (c) (3) of the Internal Revenue Code. No portion of the assets shall inure to the benefit of any director, officer, or member of the Conservancy or any enterprise organized for profit.

## Article 10 - Amendments

### Section 1 - Bylaw Amendments

These by-laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Board of Directors at any meeting at which a quorum is present provided, however, that all Directors shall have received written notice of any and all proposed changes to the by-laws at least two weeks prior to the date such changes are voted upon.

## Article 11 - Limitation of Liability

### Section 1 - Limitation of Liability

A Director of this Conservancy shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless the Director has breached or failed to perform the duties of his office under Section 8363 of Title 42 of the Pennsylvania Consolidated Statutes (The Pennsylvania Directors Liability Act (Act No. 145 of 1986)) as from time to time amended, or any successor provision, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, State or Federal law.

These By-Laws have been amended by a quorum of the Board of Directors on the 21st day in the month of August, 2011

(signed) Carole Linkiewicz  
President

(signed) Richard Rhodes  
Vice President

(signed) Jan Tyniec  
Secretary