

**BYLAWS OF THE
PENNSYLVANIA ASSOCIATION OF
RESOURCE CONSERVATION AND DEVELOPMENT COUNCILS, INC.**

*[Adopted June 18, 1991; Amended August 22, 2002;
Amended August 26, 2004; Amended August 26, 2008; Amended September 26, 2011;
Amended September 12, 2012]*

ARTICLE I

Name

The name of the organization shall be the Pennsylvania Association of Resource Conservation and Development Councils, Inc., hereinafter referred to as the "Association." It can also be known as PA RC&D.

ARTICLE II

Purpose

We, the members of Resource Conservation and Development Councils in the Commonwealth of Pennsylvania, do hereby organize into an Association of RC&D Councils for the purpose of:

1. Promoting support and understanding of the RC&D concept and programs at all levels of government and with the general public;
2. Exchanging information and providing assistance among the members of the Association;
3. Increasing the interaction of RC&D areas with organizations of similar interests;
4. Promoting the four elements of the RC&D Program: Land Management, Land Conservation, Water Management, and Community Development.

The role of the Association is to support activities of the active RC&D Councils, through information exchange, training opportunities, program advocacy, project funding, and promotion of local councils at the state and national level.

The Pennsylvania Association of Resource Conservation & Development Councils, Inc. is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Membership & Delegates

Section 1. The members of the Association shall be the RC&D Councils within the Commonwealth of Pennsylvania.

Section 2. Each member RC&D Council shall name an official delegate and one alternate delegate.

Section 3. Each member Council which has paid the current year's dues shall have one (1) vote to be cast. Delegation and term length will be the decision of the individual member Council.

Section 4. The Secretary of the Association shall be notified, in writing, of the names and addresses of delegates and alternates sixty (60) days prior to each Annual Meeting.

Section 5. The Board of Directors shall consist of one (1) delegate or alternate delegate from each member RC&D Council.

ARTICLE IV

Officers, Duties, and Committees

Section 1. The officers shall be President, Vice-President, Secretary, and Treasurer. Other officers may be added as determined by the Board of Directors.

Section 2. Officers and Member-At-Large shall be elected from the Board of Directors. Officers shall serve two-year terms with a maximum of two consecutive terms. President and Secretary shall be elected on even years starting with elections for 2010. Vice-President and Treasurer shall be elected on odd years starting with elections for 2009. Member At-Large shall serve a one-year term. Elections will held at the Annual Meeting.

Section 3. The Executive Committee of the Pennsylvania Association of RC&D Councils shall be composed of the duly elected officers, Member-At-Large, and the immediate Past-President. The Member-At-Large serves as the fifth voting member of the Executive Committee. The President serves as the deciding vote in the event of a tie vote on any formal action taken by the Executive Committee. The Past-President serves as an advisor to the Committee and has no voting privileges. The Executive Committee has the authority to meet and make decisions on behalf of the Board of Directors. Within thirty (30) days of Executive Committee Meetings, the President shall report in writing to the Board of Directors on the proceedings of these meetings.

Section 4. Officer Duties

(a) It is the duty of the President to:

- Preside at all meetings;
- Present an Annual Report to the Association at the Annual Meeting;
- Have the authority to appoint standing and/or ad hoc committees;
- Sign, along with one other officer, all written contracts and obligations of the Association;

- Sign checks in the event the Treasurer is not available
- Express written or electronic approval to the Treasurer for checks greater than \$500.

(b) It is the duty of the Vice-President to:

- Preside at meetings in the absence of the President. In the absence of both the President and Vice President, a Chairperson shall be chosen by the majority vote of those present;
- Have authorization to sign all written contracts and obligations of the Association along with the President;
- Express written or electronic approval to the Treasurer for checks greater than \$500.

(c) It is the duty of the Secretary to:

- Keep approved minutes of the meetings of the Association's Board of Directors and of the Executive Committee;
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- Be responsible for keeping and filing all books, reports, statements, and other records as required by law and these bylaws;
- Maintain accurate records of delegates/alternates, meeting minutes and other documents;
- Perform all other duties as may be assigned by the President or Board of Directors;
- Have authorization to sign all written contracts and obligations of the Association along with the President.
- Secretary's RC&D Council's address will serve as the official address for the Association.

(d) It is the duty of the Treasurer to:

- Have charge, custody of, and be responsible for all funds and securities of the Association;
- Provide to the President and the Board of Directors, at each meeting, a statement of the financial condition of the Association and of all transactions of the Treasurer, and provide a full financial report at the Annual Meeting of the Association;
- Write and sign checks disbursing funds to discharge obligations of the Association. Funds may not be drawn from the Association or its accounts for amounts greater than \$500 without the expressed written or electronic approval of the President or Vice President;
- Receive and give receipts for monies due and payable to the Association from any source;

- Deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Executive Committee;
- File and keep up-to-date all necessary tax papers for the Association;
- Provide the necessary records for, and assist with, any audit or budget presentation;
- Send out notices to member Councils regarding dues owed by January 1 of each year and any delinquent dues' notice after March 1 of each year;
- Perform all other duties as may be assigned by the President or Board of Directors. The Association will cover any expenses for preparing and/or filing of reports or tax documents;
- Have authorization to sign all written contracts and obligations of the Association along with the President.

e) It is the duty of the Member-At-Large to:

- Serve as the fifth voting member of the Executive Committee;
- Serve as parliamentarian at official meetings.

(f) It is the duty of the immediate Past-President to:

- Serve in an advisory, non-voting role the Executive Committee.

Section 5. The President shall appoint the standing committees. There shall be no more than four (4) people on a standing committee. The standing committees and their responsibilities are:

- **Finance Committee** -- To develop an annual budget and provide guidance for the Treasurer. The committee shall be consist of the Vice President, Treasurer, Member-At-Large, and a member of the Board of Directors;
- **Audit Committee** – To complete an annual audit.
- **Nominating Committee** – Seek nominations for the Member-At-Large and Officers.

Section 6. Officers of the Association shall be elected at the Annual Business Meeting, with terms beginning on January 1. Each officer shall serve a two-year term with a maximum of two consecutive terms.

Section 7. In the event of a vacancy in any office, the Executive Committee has the authority to appoint a member of the Board of Directors to the position by majority vote. The newly-appointed officer shall serve in the position until the next election of officers held at the Annual Meeting.

Section 8. All contracts and obligations shall be authorized by a majority vote of the members.

Section 9. To the fullest extent of the laws of the Commonwealth of Pennsylvania, in effect on the date of the adoption of Section 8 or as such laws are thereafter amended, eliminated, or limited to the liability of Directors shall be permitted. No Director of the Association shall be personally liable as such for monetary damages for any action taken, or any failure to take an action, as a Director. Specifically, a Director shall not be personally liable for monetary damages, unless (1) the Director has breached or failed to perform the duties of his/her office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Any amendment or repeal of Section 8 or adoption of any provision of these By-laws or the Association's Articles of Incorporation, which has the effect of increasing Director liability, shall operate prospectively only, and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal, or other provision.

In performing duties, a Director may rely in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his/her reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors, and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, suppliers of the Association, and communities in which offices or other establishments of the Association are located, of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, absent lack of good faith or self-dealing, absent actions taken by a Director or any failure to take any action, shall be presumed to be in the best interest of the Association. Section 8 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state, or federal law.

ARTICLE V

Finances

Section 1. An annual budget shall be prepared by the Finance Committee of the Association to be presented for adoption at the Annual Meeting. Each member Council

shall be assessed dues equally to provide funds necessary to meet the budget. The Association's fiscal year ends December 31.

Section 2. Dues are payable on the first day of January each year to the Treasurer of the Association. Those who are delinquent in paying dues shall be notified, in writing, of such delinquency by March 31. If dues are not paid within thirty (30) days after notice of delinquency, the delinquent member shall be dropped from membership until dues are paid for the current year.

Section 3. No part of the net earnings of the Association shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof, if approved by majority vote of the Board of Directors prior to services rendered. No substantial part of the activities of the Association shall be promoting propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted by (a) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code.

Section 4. Upon the dissolution of the Association, assets shall be distributed evenly among all current member Councils for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 5. The Treasurer and President are authorized to sign checks on behalf of the Association. Expenses in an amount above \$500 require an expressed written or electronic approval from the President or Vice President as stated in Article IV, Section 4 (a), (b), and (d).

ARTICLE VI

Meetings

Section 1. The Board of Directors of the Association shall hold their Annual Meeting in August or September of each year to conduct the business of the Association. All persons on the Board of Directors shall be advised of each meeting at a minimum of thirty (30) days prior to the meeting date. The President may call other meetings as necessary.

Section 2. Delegates or their alternates present from 5 of the active member councils shall constitute a quorum. Three (3) members of the Executive Committee, one of which must be either the President or Vice President, must participate in order to have a quorum for an Executive Committee Meeting.

Section 3. One or more Directors and one or more Executive Committee Members may participate in a meeting by means of conference telephone or similar communications equipment by means of which are audible by all persons participating. Participation in a meeting pursuant to Section 3 shall constitute presence in person at the meeting.

Section 4. The Board of Directors may authorize members to vote by email on the election of officers or on any other matter that may be voted on by the members, provided that the email is sent to the entire Board of Directors in a single mailing and not as individual emails, all members vote, and the vote is unanimous; otherwise, the question fails.

Section 5. Voting by proxy is not permitted.

Section 6. Special meetings or telephone conferences may be called by the President, when requested in writing by a member of the Executive Committee, or a majority of the Board of Directors.

ARTICLE VII

Amendments

These bylaws may be amended at the Annual Meeting. Notice of such meeting shall be sent to the membership thirty (30) days prior to the Annual Meeting and shall contain the proposed amendment and information about amending the bylaws. Two-thirds of delegates or their alternates may adopt the amendment. In the event that a majority of the members are not present at the meeting at which the bylaws are to be amended, a mail referendum may be conducted. Mailed referenda must be received by the Secretary within thirty (30) days after the Annual Meeting.

Adopted by resolution of the Pennsylvania Association of Resource Conservation and Development Councils on June 18, 1991. Amended at the Annual Meeting of the Association held on September 12, 2012.

(President)

(Secretary)

