

CORPORATE RECORDS
OF
**YELLOW BREECHES
WATERSHED ASSOCIATION**

c/o Lower Allen Township Authority
120 Limekiln Road
New Cumberland, Pennsylvania 17070

INCORPORATED UNDER THE LAWS
OF THE
COMMONWEALTH OF PENNSYLVANIA

LAW OFFICES
OF
DAVID H. MARTINEAU
METZGER, WICKERSHAM, KNAUSS & ERB, P.C.
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Harrisburg, Pennsylvania 17110-0300

YELLOW BREECHES WATERSHED ASSOCIATION

BY-LAWS

ARTICLE I – NAME

The name of this Pennsylvania non-profit corporation is the “Yellow Breeches Watershed Association” (YBWA).

ARTICLE II – PURPOSES

The Yellow Breeches Watershed Association (YBWA) is committed to cooperatively foster public understanding and sound management of environmental resources in the Yellow Breeches Watershed. The YBWA is a solution-oriented organization, providing technically sound information, education, leadership and coordination in the field of watershed management. The YBWA advances environmental stewardship through support of practical management of watershed resources for the protection and enhancement or environmental quality. Goals of the YBWA include:

1. Coordinate a regional voice for communicating philosophy and practices to enhance watershed environmental resources management.
2. Provide continuing education and information sharing opportunities for members and interested stakeholders.
3. Effectively disseminate watershed management information to members, public officials, regulators, key professionals and the public.
4. Support and participate in watershed monitoring of the Yellow Breeches Creek and its tributaries.
5. Support projects, which maintain or improve watershed resources and environmental quality.
6. Develop alliances with other watershed organizations and mentor others.
7. Recognize and promote good watershed stewardship and management practices.

ARTICLE III – OFFICES

The principal business office of the Yellow Breeches Watershed Association shall be at 120 Limekiln Road, New Cumberland, Cumberland County, Pennsylvania 17070 until otherwise established by an amendment of the Articles or by the Board of Directors and a record of such change is filed with the Department of State in the manner provided by law.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES OF THE BOARD. The Board of Directors shall be vested with the management of the affairs of the Organization. The Board shall be charged with the development of programs and policies consistent with the purposes outlined in Article II and with the priorities consistent with the purposes outlined in Article II and with the priorities established by the members at the annual meeting. The Board of Directors shall have the power to receive and disperse funds, seek and accept contributions, enter into contracts, and authorize and terminate employment of staff and auditors. The Board of Directors shall prepare a budget and an annual work plan which reflects the priorities established by the members at the annual meeting and operate the Organization within the budget approved by the Board.

Section 2. COMPOSITION. The Organization shall have a Board of Directors of no less than 10 and no more than 20 members. Members of the Board should as closely as practicable represent member organizations' diverse interests and capabilities.

Section 3. ELECTION AND TENURE. The Board of Directors shall be nominated by the Nomination Committee and elected by the members at the annual meeting of the members to serve a three-year term. Elections shall be held for all available seats on the Board of Directors and including all available candidates in one vote. The candidates receiving the most votes for available seats on the Board of Directors shall be considered elected.

At the first annual meeting of voting members a new set of Directors shall be elected; 1/3 of the membership of the Board will be elected to 1-year terms, 1/3 to a 2-year term, the remaining elected members will serve 3-year terms. Thereafter, all Board terms will be for 3 years.

Section 4. REGULAR MEETINGS. There shall be at least 4 regular meetings annually of the Board of Directors held as closely as possible to occurring once per fiscal quarter. Each meeting shall be held at such time, place, and hour as shall be determined by the Board of Directors no later than the last day of the first month of the fiscal year. The Board of Directors shall provide, by resolution, the time, place, and hour for holding of additional regular meetings of the Board. Meetings shall be conducted using Roberts Rules of Order,

unless otherwise specified by the Board. Changes to the time and place of a regularly scheduled meeting of the Board may be made by resolution and notice must be given to the Directors in accordance with Section 6 of this Article.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Directors by giving notice of the date, time, place and purpose of such meeting to all Directors at least two days in advance of such meeting.

Section 6. NOTICE. Written or electronic notice of the time and place of all regular Board of Directors meetings or any change to the previously set time and place shall be provided to each Director so as to be postmarked or electronically dated not less than ten days before such meeting.

Section 7. WAIVER OF NOTICE.

- (a) Written waiver – Whenever any written notice is required to be given under the provisions of the Business Corporation Law, the Articles or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.
- (b) Waiver by Attendance – Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. QUORUM OF AND ACTION BY DIRECTORS.

- (a) General Rule – Except as otherwise provided in these bylaws, two thirds (2/3) of the Directors in office of the corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- (b) Action by Written Consent – Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office is filed with the Secretary of the corporation.

Section 9. VACANCIES. Vacancies shall be filled by appointment by the Board of Directors until the next annual meeting, at which time a Director shall be elected to fill the unexpired or full term.

Section 10. REMOVAL OF DIRECTORS. A Director may be removed with just cause by a two-thirds (2/3) vote of Directors, as specified by statute. Neglect of duty by a Director shall be included as a cause for removal, and is defined as follows: any member of the Board who misses three consecutive meetings without notifying the President beforehand of good cause for his or her absence, shall be considered unable or unwilling to fulfill the obligations and duties of a member of the Board of the YBWA. Thereupon, that person may be removed from the Board of Directors and notified in writing of such action at least ten days in advance of the meeting at which removal is to be considered. The vacancy shall be filled pursuant to Article IV, Section 9 of these by-laws.

Section 11. INDEMNIFICATION. The officers, Directors and employees of the corporation shall not be personally liable for its debts, liabilities, or other obligations. The YBWA shall indemnify any person who was, is, or will be an officer, Director, or employee of the organization, and any of such person's personal representatives, against all costs and expenses reasonably incurred by or imposed upon such person or personal representative in connection with or resulting from any action, suit, or proceeding to which such person or personal representative may be a party by reason of office, Directorship, or employment with the YBWA. The YBWA shall not provide such indemnification, however, if such person or personal representative is finally adjudicated in the above-described action, suit, or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of duties as an officer, Director, or employee of the YBWA. Costs and expenses shall include, but are not limited to: attorneys fees, damages, and reasonable amounts paid in settlement.

Section 13. PERSONAL LIABILITY OF DIRECTORS.

- a) Directors of the YBWA shall not be personally liable as such, for monetary damages for any action taken unless:
1. The Director has breached or failed to perform the duties of his office under the Pennsylvania Non-Profit Corporation Law, 15 PA C.S.A. Sections 5711 to 5717 (Subchapter B); and
 2. The Breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

- b) The provisions of subsection (a), above, shall not apply to:
1. The respectability or liability of a Director pursuant to any criminal statute; or
 2. The liability of a Director for the payment of taxes pursuant to Federal, State, or Local law.

ARTICLE V – OFFICERS

Section 1. OFFICERS. The officers of the YBWA shall be a president, a vice-president, a treasurer, a secretary and such other officers as may be elected with the provisions of this Article. No one person may hold more than one office simultaneously. Officers whose authority and duties are not prescribed in these bylaws shall have the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. QUALIFICATIONS, ELECTIONS, AND TERM OF OFFICE. The president, vice-president, secretary, and treasurer shall be elected by and from the Board of Directors immediately after election for Board of Directors at the annual meeting of members. Term of office shall be one year and re-elections may occur yearly for a maximum of four years.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. PRESIDENT. The President is the chief executive officer of the YBWA and shall preside over meetings whenever possible. The President shall have general supervision over the business and operations of the corporation, subject, however to the control of the Board of Directors. The President shall sign, execute, and acknowledge in the name of the corporation, contracts or other instruments authorized by the Board of Directors, except where the authority to sign such instrument shall be specifically delegated by the Board of Directors of these bylaws to some other officer or agent of the corporation; and in general shall perform all duties incidental to the office of President and such other duties as shall from time to time be assigned by the Board of Directors.

Section 5. VICE-PRESIDENT. The Vice President shall assist the chief executive in his or her duties, shall preside at meetings in the President's absence, shall replace the President if necessary. The Vice-President shall also carry out all duties which may from time to time be assigned by the Board of Directors or the President.

Section 6. SECRETARY. The Secretary shall attend all meetings and keep the Minutes of all proceedings of the YBWA and make them available for inspection by any member at any

reasonable time; shall record all votes of members or directors as well as the minutes of all meetings of members, directors or committees in a book or books to be kept specifically for that purpose; shall see that all notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 7. TREASURER. The Treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of monies granted, donated paid as membership dues or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer and the financial condition of the corporation; and, in general, shall perform all duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 8. OTHER OFFICERS. Officers other than those specified under this Article may be created and their duties defined by the Board of Directors. The authority of an officer so created by the Board shall not be greater than that of the President or Vice-President created under these bylaws.

ARTICLE VI – MEMBERS

Section 1. ELIGIBILITY FOR MEMBERSHIP. All interested persons and groups which support the purposes of the YWBA may become members upon payment of dues and approval of application for membership by the Board of Directors. Membership shall run from January 1st through December 31st of the year a membership application is accepted.

Section 2. CLASSES OF MEMBERSHIP. The Board of Directors may by resolution establish one or more classes of membership. One or more, but not all, or such classes may be designated as non-voting classes of membership. *The Board of Directors must always ensure that there is at least one class of voting membership, the available size of which is at a minimum, greater than twice the number of Directors.*

Section 3. VOTING. Each voting member shall be entitled to one vote of each matter submitted to a vote of the members. Voting by mail will be permitted. Voting by proxy shall not be permitted.

Section 4. PROPERTY RIGHTS. No member shall have any right, title or interest in any of the property or assets including any earnings or investment income of the YWBA, nor shall any such property or assets be distributed to any member upon the dissolution of the organization.

Section 5. POSITIONS. Positions the YWBA takes are not binding on the members.

Section 6. LIABILITY OF MEMBERS. No member of this YWBA shall be personally liable for any of its debts, liabilities or obligations nor shall any member be subject to any assessment.

Section 7. REMOVAL. The Board of Directors of the YWBA may, at a board meeting, by vote of not less than two-thirds (2/3) of the board, remove any member of the YBWA who, in the judgment of the directors, shall have violated or refused to comply with any of the provisions of these by-laws or such Articles of Incorporation and rules and regulations as it may from time to time adopt, or who, in the opinion of the Board of Directors of the YWBA fails to support the purposes and objectives of the YWBA.

Section 8. REFUNDS. In case of the voluntary withdraw, termination of membership, or removal of a member, no part of the contribution for membership or dues shall be refunded.

ARTICLE VII – DUES

The Board of Directors may by resolution establish, revoke and/or adjust rates of annual dues for the various classes of membership.

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 1. RULES. The meetings shall be conducted according to Roberts Rules of Order, unless otherwise specified by the Board.

Section 2. ANNUAL MEETING. The annual meeting of the members shall be held in October of each year, at a time and place determined by the Board of Directors for the purpose of electing directors, for establishing priorities for the YBWA, and for the transaction of such other business as may come before the meeting.

Section 3. DETERMINATION OF MEMBERS OF RECORD.

- (a) Fixing Record Date – For each meeting of members, the Board of Directors shall fix a date prior to the date on which notice must be given under the

Business Corporation Law, Non-Profit Corporation Law, the articles, or these bylaws as a record date which will determine those members entitled to receive notice and vote at a meeting of members. The record date shall not be more than ninety (90) days prior to the date of any meeting. Only members of record on the date set by the Board shall be entitled to receive notice of and to cast votes.

- (b) Determination when a Record Date is not Fixed – If a record date is not fixed:
 - (1) The record date for determining the members entitled to receive notice and to vote at a meeting of members shall be the close of business on the date next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.
 - (2) The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, to call a special meeting of the members or propose an amendment of the articles, shall be the close of business on the day on which the first written consent or dissent, request for a special meeting or petition proposing an amendment of the articles is filed with the secretary of the corporation.

Section 4. NOTICE. All members shall be notified of the annual meeting at least thirty (30) days in advance, and the notice shall state the time, place, and objective of the meeting and any issues to be voted upon by the members.

Section 5. WAIVER OF NOTICE.

- (a) Written waiver – Whenever any written notice is required to be given under the provisions of the Business Corporation Law, the Articles or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. In the case of a special meeting of members, the waiver of notice shall specify the general nature of the business to be transacted.
- (b) Waiver by Attendance – Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the

express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6. SPECIAL MEETINGS. Special meetings of members of the YBWA may be called at any time by order of the board or may be called by the President at any time. Special Meetings of the members are subject to the same notice provisions as are annual meetings.

Section 7. QUORUM. No quorum shall be required for voting by members at either an annual or special meeting of members. (or A Quorum shall consist of two-thirds (2/3) of the members of all classes of voting members combined. No vote shall be taken at a meeting of members unless a quorum is present.)

Section 8. VOTING. Each member, whether group or individual, shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members present and voting and members voting by mail. Elections will be held by secret ballot. Ballots collected from YBWA members present at the annual or special members meeting and ballots received by mail at the YBWA office by the day prior to the annual or special members meeting will be counted.

Section 9. ACTIONS BY MEMBERS. Except as otherwise provided in the Business Corporation Law, the Non-Profit Corporation Law, the articles, or these bylaws, whenever any corporate action is to be taken by vote of the members of the corporation, it shall be authorized upon receiving the affirmative vote of the majority of the votes actually counted under Section 8 of this Article.

Section 10. POWERS AND DUTIES OF MEMBERS. The members of the YBWA shall have the following powers and duties:

- (a) The members shall elect the Board of Directors by a majority vote.
- (b) The members shall set the priorities of the YBWA by means of a process developed and approved by the Board of Directors.

Section 11. CONSENT OF MEMBERS IN LIEU OF MEETING.

- (a) Unanimous Written Consent – Any action required or permitted to be taken at a meeting of the members or of a class of members may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the members who would be entitled to vote at a meeting for such purpose shall be filed with the secretary of the corporation.

- (b) Partial Written Consent – Any action required or permitted to be taken at a meeting of the members or of a class of members may be taken without a meeting upon the written consent of members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting. The consents shall be filed with the secretary of the corporation. The action shall not become effective until after at least ten (10) days' written notice of the action has been given to each member entitled to vote thereon who has not consented thereto.

ARTICLE IX – STAFF

Section 1. EXECUTIVE DIRECTOR. An Executive Director may be appointed annually by a majority vote of the Board of Directors and shall serve as its pleasure at a rate of compensation to be set annually.

Section 2. POWERS AND DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall serve as chief administrator of the YBWA, serve as an ex-officio member of the Board of Directors, and carry out those duties which are prescribed by the Board of Directors. The Executive Director shall be a voting member, is not eligible to be elected as a Director, shall have no conflict of interest with the purposes of this YBWA.

It shall be the responsibility of the Executive Director to manage the day-to-day affairs of the YBWA, including the maintenance of records and membership lists, and these shall be made available for inspection by any member at any reasonable time. The Executive Director shall report to the Board of Directors on financial and operational affairs of the YBWA at regular Board meetings and at other such times as the Board may direct, advise the Board on matters before them, and seek his or her own efforts and by management of the YBWA resources to carry out the annual work plan developed by the Board of Directors.

Section 3. OTHER STAFF. Upon authorization by the Board of Directors to maintain a staff, the Executive Director may recommend for hiring employees to fill those positions which the Board may approve; monitor, guide and be responsible for the performance of the employees; set their salaries within limits prescribed by the Board and approved by the Executive Committee; and recommend their discharge should their be in his or her judgment reasonable cause.

Section 4. REVIEW. The Executive Committee shall conduct an annual review of the YBWA's employees and make recommendations to the Board.

ARTICLE X – COMMITTEES

Section 1. COMMITTEES. Committees may be created by resolution of the Board of Directors. Except as otherwise provided in such resolution, members of each committee shall be members of the YBWA and recommended by the President and approved by the Board. One member of each committee shall be appointed chairperson by the President. Committees shall make regular reports to the Board of their activities.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee is a standing committee of the YBWA composed of the President, Vice-President, Secretary, and Treasurer and the immediate past President. Each president will spend the year following his or her term of office on the Executive Committee to provide administrative continuity and aid, and if the former president's term on the Committee would exceed four years, he or she shall serve as an ex-officio non-voting member of the Committee. The Executive Committee shall act in accordance with the direction of the Board of Directors under the established policies and budget.

The Executive Committee shall make recommendations to the Board of Directors concerning general operations, policies, and budgets. The Executive Committee shall serve as the liaison between the YBWA and its employees. The Executive Committee shall meet at the call of the President.

Section 3. NOMINATIONS COMMITTEE. A nominations committee of three (3), at least one (1) of whom is not a member of the Board of Directors, and at least one (1) of whom is a member of the Board of Directors but whose seats of the Board are not up for re-election at the next annual meeting of members, shall be appointed annually by the President of the YBWA with the approval of those members of the Board of Directors whose seats are not up for re-election at the next annual meeting of creditors. The nominations committee shall solicit nominations for Directors from the membership prior to the annual members meeting. The slate of candidates and a ballot shall be distributed 45 days prior to the election. No nominations shall be made from the floor of the annual meeting.

Section 4. AD HOC COMMITTEES. Ad hoc committees may be created by the President. The President shall appoint chairs of ad hoc committees and members of ad hoc committees shall be determined by the appointed Chair.

ARTICLE XI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or staff members of the YBWA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

Section 2. DEPOSITS. All funds of the YBWA not otherwise invested as provided for in Section 5 of this Article, shall be deposited in a depository insured by the FDIC and selected by the Board of Directors.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the YBWA shall be signed by such officer or officers, agent or agents of the YBWA and in such manner as shall be determined from time to time by such determination by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

Section 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the YBWA.

Section 5. INVESTMENTS. The funds of the Organization may be retained in whole or in part in cash or otherwise, or be invested and reinvested from time to time in such property, real, persona or otherwise, or stocks, bonds, or other securities, as the Board may deem desirable.

ARTICLE XII – BOOKS AND RECORDS

The YBWA shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its members, Board of Directors, and other committees as submitted, and shall keep at the principal office a record giving the names and addresses of the members. The fiscal records will be audited on an annual basis.

ARTICLE XIII – FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XIV – DISSOLUTION

Dissolution shall occur by two thirds (2/3) vote of the Board of Directors. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of

1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed by the Court having jurisdiction over the dissolution of corporations organized under the Non-Profit Corporation Law of 1988, 15 Pa. C.S.A. §5101 et seq, exclusively for such purposes or to such organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - RATIFICATION AND AMENDMENTS

Initial ratification of bylaws shall be by a two-thirds (2/3) vote of the Incorporators. Provided that Article II, as originally adopted shall not in any way be contravened, bylaws may be amended at any meeting of the Board of Directors by a two-thirds (2/3) vote of the Directors present. At least thirty days prior notice of the proposed amendment(s) shall be given to the Board of Directors. Amendments become effective immediately upon passage.