

BYLAWS
of the
BLACKLICK CREEK
WATERSHED ASSOCIATION, INC.

Adopted 1993

Revised and Ratified June 30, 1999

Proposed Revisions August 31, 2019

BLACKLICK CREEK WATERSHED ASSOCIATION Inc.

BYLAWS

ARTICLE I – NAME OF ORGANIZATION

Section 1.1 – Name

The name of the corporation is Blacklick Creek Watershed Association, Inc.

Section 1.2 – Address

297 Sarah Street
Homer City, PA 15748

ARTICLE II - PURPOSE

Section 2.1 - Nonprofit Purpose

The Blacklick Creek Watershed Association, Inc. (referred to as the Association) is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Section 2.2 – Specific Purpose

The Association is organized exclusively for charitable and scientific purposes as described in Section 501 (c) (3) of the Internal Revenue Code, as amended, to:

- (a) promote the conservation of the natural resources of the Blacklick Creek watershed;
- (b) conduct educational and scientific investigations and research related to the total environment within and bordering the watershed;
- (c) disseminate information on matters affecting the natural resources of the Blacklick Creek Watershed to interested parties and the general public, either without charge or at no profit to the Association;
- (d) educate individuals and organizations in the value of stream controls;
- (e) accelerate existing beneficial governmental programs on the Blacklick Creek watershed and promote necessary additional constructive programs beneficial to the watershed;

- (f) obtain financial, technical, and other assistance from federal, state, and local sources to implement, protect and develop the resources of the Watershed;
- (g) accelerate existing beneficial governmental programs on the Blacklick Creek watershed and promote necessary additional constructive programs beneficial to the watershed and the institution of sound conservation practices, including, but not limited to, the acquisition, leasing, and development of lands in the watershed, in order to promote the purposes for which the Blacklick Creek Watershed Association is formed; and
- (h) make distributions for the above-stated purposes to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III - MEMBERSHIP

Section 3.1 - Eligibility Qualifications

The membership of the Association shall be comprised of individuals and organizations having an interest in the Blacklick Creek Watershed. Individuals or organizations possessing such an interest shall become members upon payment of the required dues.

Section 3.2 – Annual Dues

The amount required for annual dues shall be Individual \$10, and Business / Club Organization \$25 each year or Lifetime Membership \$100, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues

Section 3.3 - Resignation, Suspension and Expulsion

Any member of the Association may (a) resign his or her membership by submitting written notice to that effect to the Officers of the Association and (b) be suspended or expelled from the Association for non-payment of dues or (c) upon determination (vote) by two-thirds of the individual members of the Association present at an Association meeting at which a quorum is present, that it would be in the best interests of the Association to do so.

Section 3.4 - Powers

The powers of each individual member of the Association shall be limited to (a) the election and removal of Officers, (b) the amendment of these Bylaws or the Articles of Incorporation of the Association and (c) any power reserved to the membership of a nonprofit corporation by law which be delegated to the Officers.

Section 3.5 - Benefits

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, Board members, or other private persons, except that the organization 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.

ARTICLE IV MEETING OF MEMBERS

Section 4.1 – Meetings

Regular monthly meetings of members of the Association shall be held at a place and on date and hour to be fixed by the Board. At the January, meeting election of the Officers and Board Members shall be conducted.

Section 4.2 – Special Meetings

A special meeting of the members may be called at any time upon written request of at least 10% of the individual members of the Association. Unless otherwise required by these Bylaws or by law, at least ten days' notice all meetings shall be given to each member specifying the place, day and hour and, for any special meeting, the purpose of such meeting.

Section 4.3 - Quorum

The presence at any meeting of six (6) individual members shall constitute a quorum, and, except where a higher percentage is required by these Bylaws or by law, the acts of a quorum shall be the acts of the membership.

Section 4.4 - Voting

Each individual member of the Association shall have one vote in the election of officers or any other matter that may properly be decided by the general membership. Organizations shall be affiliate members without voting rights.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 - General Powers

The business and affairs of the Association shall be managed by or under the direction of the Board. In addition to the powers and authority expressly granted by these Bylaws, the Board may exercise all powers of the Association and do all acts that are not prohibited by applicable law, by the Articles of Incorporation or by these Bylaws.

Section 5.2 - Number Qualifications

The Board shall consist of five (5) to nine (9) Directors. Each Director shall be an individual member of the Association in good standing.

Section 5.3 - Term and Election

5.3.1 At the date of adoption of these Bylaws, the Directors shall consist of those persons elected by the members and shall serve for terms specified by the board.

5.3.2 At the first Annual Membership Meeting of the members following the adoption of these Bylaws and at each Annual Membership Meeting thereafter, the directors shall be elected by the members for terms of one year.

5.3.3 All Directors shall serve for a term of one year or, when filling a vacancy, the unexpired portions of the term or until their successors are elected and have qualified.

5.3.4 Vacancies in the Board may be filled by the remaining Directors at their discretion.

5.3.5 Directors may be elected to succeed themselves.

Section 5.4 - Resignation and Removal of Directors

Any Director may (a) resign at any time by giving notice to such effect to the Board and (b) be removed at any time when it is determined by two-thirds of the individual members present at any meeting at which a quorum is present that it would be in the best interests of the Association to do so.

Section 5.5 - Meetings

Meetings of the Board shall be held at such time and place, within or without the Commonwealth of Pennsylvania, as the Board shall from time to time determine. The Annual Meeting of the Board shall be held immediately after the January membership meeting-or at such other time as the Board shall determine. Regular monthly meetings of the Board shall be held on such dates as the Board shall from time to time determine. Special meetings of the Board may be called at any time by the President or at least one-third of all the Directors. Any business may be transacted at any annual, regular or special meeting of the Board except as otherwise provided herein or by law.

Section 5.6 - Notice

Written notice of the time and place of all meetings of the Board shall be delivered to each Director as least five days prior to the date of such meeting and, in the case of special meetings, shall state the general nature of the business to be transacted.

Section 5.7 - Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law, by the articles of Incorporation or by these Bylaws.

Section 5.8 - Voting

Each Director shall be entitled to one vote on any matter submitted to a vote of the Board. The acts approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be acts of the Board, unless a greater proportion of affirmative votes are required by applicable law, by the Articles of Incorporation or by these Bylaws.

Section 5.9 - Delegation of Authority

To the extent permitted by law, the Board shall have the power to delegate from time to time such authority as it may deem appropriate to the President, any one or more of the Directors, or to any committee provided for in, or created pursuant to authority contained in, these Bylaws, in order that the affairs of the Association may be transacted with promptness and dispatch.

Section 5.10 - Compensation

The Directors shall perform their duties without compensation.

Section 5.11 - Liability

A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the office under Section 5104 of the Nonprofit Corporation Law of 1988 which incorporates by reference Sections 511 and 512 of the Pennsylvania Associations Code (relating to standard of care and justifiable reliance) and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 5.11 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section 5.11 shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the Association existing at the time of such repeal or modification.

Section 5.12 – Due Diligence

The directors of a charity must exercise due diligence consistent with a duty of care that requires a director to act:

- In good faith;
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- In a manner the director reasonably believes to be in the charity's best interests.

Directors should see to it that policies and procedures are in place to help them meet their duty of care. Such policies and procedures should ensure that each director:

- Is familiar with the charity's activities and knows whether those activities promote the charity's mission and achieve its goals;
- Is fully informed about the charity's financial status; and
- Has full and accurate information to make informed decisions.

Section 5.13 - Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 5.14 - Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

ARTICLE VI - OFFICERS

Section 6.1 - Designation of Officers

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall constitute the Executive Committee. Any two or more of such offices may be held by the same person except that the offices of President and Secretary should not be held by the same person. All such officers shall be elected annually by the membership of the Association at the "Annual Membership Meeting". All officers shall serve for a term of one year or until their successors are elected and qualified. The members shall have the right at any time to remove one or more officers when it is determined by two-thirds vote of the members at a meeting at which a quorum is present that it would be in the best interest of the Association to do so.

Section - 6.2 - President

The President shall (a) preside at all meetings of the members of the Association, Executive Committee and the Board, (b) appoint chairpersons of committees necessary to conduct the Association's activities, (c) be an ex-officio member of all committees, (d) exercise general supervision and control over the affairs of the Association subject to the authority of the Board and (e) have and perform such other powers and duties as may from time to time be prescribed by the Board.

Section - 6.3 - Vice President

The Vice President shall assist the President and, in his/her absence, assume the duties of the President, and shall have and perform such other powers and duties as may from time to time be prescribed by the Board or the President.

Section - 6.4 - Secretary

The Secretary shall (a) keep record of proceedings at meetings of the members of the Association and the Board, (b) arrange for issuance of meeting notices and the maintenance of a register of Association members and (c) have and perform such other powers and duties as may from time to time be prescribed by the Board or the President.

Section - 6.5 - Treasurer

The Treasurer shall (a) have custody of all the monies and securities of the Association (b) keep regular books of account and (c) have and perform such other powers and duties as may from time to time be prescribed by the Board or the President. All monies shall be deposited to the credit of and in the name, of the Association in a depository designated by the Board. All expenditures of the Association shall be made by the Treasurer or in his/her absence, the President, on the authorization of the Board.

Section - 6.6 - Compensation

The Officers shall perform the respective duties without compensation.

Section - 6.7 - Liability of the Officers

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on January 27, 1987 or as thereafter amended, permit elimination or limitation of the liability of the officers, no officer of the Association shall be personally liable for monetary damages as such for any action, or any failure to take such action, as an Officer.

ARTICLE VII - COMMITTEES

Section 7.1 - Creation - Members

There shall be such standing or temporary committees as the Board may from time to time create. Each committee shall consist of at least three persons, of whom at least one shall be a Chairperson. Committee members shall be selected by the Board. Each committee member shall hold office at the pleasure of the Board.

Section 7.2 - Authority

Each committee created by the Board shall have only the authority to act on Association business as delegated to them by the Board.

Section 7.3 - Meetings

Regular meeting of any committee may be held without notice at such times and places as such committee may from time to time fix by resolution.

Section 7.4 - Quorum

A majority of the members of a committee shall constitute a quorum for the transaction of the business of such committee, and the acts of a majority of the members present at any meeting or which a quorum is present shall be the acts of such committee.

ARTICLE VIII. INDEMNIFICATION

The Association shall, to the extent legally permissible, indemnify any Director or Officer against all claims, expenses, liabilities, acts and debts (including attorney's fees, judgments, fines, excise taxes, penalties and amounts payable in settlements), reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity, either by omission or commission, provided that he or she acted in good faith or with reasonable cause, with a view to the interest of the Association, and without intentional misconduct, fraud or knowing violation of the law.

Each such Director or Officer shall be likewise indemnified against any such judgment, decree, or fine which may be imposed upon him or her in any such proceeding, suit, action, or prosecution. In addition, Directors and Officers of the Association shall be entitled to indemnification from the Association against any claims made against any such Director or Officer. The Association shall purchase and maintain insurance in this regard. Any significant change in coverage will be promptly communicated to the Board. Any repeal or modification of the foregoing provisions

shall not adversely affect any right or protection of a Director or Officer of the Association with respect to any acts or omissions of such Director or Officer occurring prior to such repeal or modification.

ARTICLE IX – FINANCIAL

Section 9.1 - Signature and Endorsement of Checks

Check, drafts, bits of exchange and other negotiable instruments shall be signed or endorsed on behalf of the Association by the Treasurer or by such other officers as the Board may from time to time authorize and empower to exercise such authority.

Section 9.2 - Execution of Contracts

Contracts and other agreements shall be executed on behalf of the Association by the President and, when so required, the corporate seal shall be thereunto affixed and attested by the Secretary. In addition, the Board may from time to time authorize other officers or agents to execute any contract or agreement on behalf of the Association and such authorization may be general or confined to specifications.

Section 9.3 - Dues

The annual dues shall be determined by the Board.

Section 9.4 - Compensation Practices

Reimbursements will be made that are authorized by the membership, officers or Board of Directors. All receipts are to be turned over to the treasurer for proper record keeping and auditing purposes.

Section 9.5 - Transparency Statement

IRS Form 990 will be posted on the website for transparency purposes.

Section 9.6 – Financial Document Retention Policy

Documents the Association must keep include grant applications and awards, sales slips, paid bills, invoices, receipts, deposit slips and canceled checks. These contain information to be recorded in accounting records. It is important to keep these documents because they support the entries in books and the entries on tax and information returns. These documents are to be organized by year. Records that must be kept permanently include the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status and organizing documents, such as articles of incorporation and bylaws, with amendments, as well as board minutes. Records for

federal tax purposes must be kept for as long as they may be needed to document evidence of compliance with provisions of the IRS.

Generally, the Association must keep records that support an item of income or deduction on a return until the statute of limitations for that return runs out. The statute of limitations has run when the organization can no longer amend its return and the IRS can no longer assess additional tax. Generally, the statute of limitations runs three years after the date the return is due or filed, whichever is later. The Association may be required to retain records longer for other legal purposes, including state or local tax purposes. When records are no longer needed for tax purposes, some records should keep until they are no longer needed for non-tax purposes. For example, a grantor, insurance company, creditor or state agency may require that records be kept longer than the IRS requires.

Section 9.7 - Financial Audits

An in-house audit should be done at the end of the fiscal year by at least three members and made available to all members upon request. A professional audit may be called for by the Board if needed.

ARTICLE X - MISCELLANEOUS

Section 10.1 - Fiscal Year

The fiscal year of the Association shall be from January 1st to December 31st or such other twelve month period as the Officers may designate.

Section 10.2 - Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 10.3 - Removal of Board of Directors and Officers.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Section 10.4 - No Political Activity

The Association is prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of, or in opposition to, any candidate for public office is prohibited. The political campaign activity is permitted on political matters by Association members speaking for themselves as individuals. Certain activities or expenditures may not be prohibited depending on the facts and circumstances.

Section 10.5 - Lobbying

No substantial legislative activities are permitted to influence legislation including contacting, or urging the public to contact, members or employees of a legislative body for purposes of proposing, supporting or opposing legislation, or advocates the adoption or rejection of legislation. Substantiality is measured by either the substantial part test or the expenditure test.

Section 10.6 - Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the corresponding provisions of any future the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENTS

Thirty days advance notice shall be given to all members on any proposed change in these Bylaws. These Bylaws may then be amended, repealed or altered, in whole or in part, by a majority vote of the individual members present at the meeting following such notice.