

**PENNS VALLEY CONSERVATION ASSOCIATION**  
A Pennsylvania Non-Profit Corporation  
\*\*Bylaws\*\*

**ARTICLE 1: Name**

The name of the corporation shall be Penns Valley Conservation Association, abbreviated PVCA (hereinafter referred to as the "Association").

**ARTICLE 2: Purpose and Goals**

Section 2.1 The Association is incorporated under the Nonprofit Corporation Law of 1998 exclusively for charitable, educational and scientific purposes as such are defined by Section 501 (c) (3) of the Internal Revenue Code (the Code), or the corresponding section of any future federal tax code.

Section 2.2 The purpose and goals of the Association include without limitation:  
The preservation of Penns Valley as a healthy place to live, to farm and to do business;  
To foster the wise, long-term use of Penns Valley's natural resources;  
To foster enjoyment of Penns Valley's quiet pastoral character;  
To preserve and seek to improve the current quality of our water, soil, and air;  
To preserve the historic features and heritage of Penns Valley; and  
To promote continued tourism and its economic potential in a sustainable fashion in the Valley.

Section 2.3 The Association may engage in all activities consistent with its purposes set forth in Section 2.2 of these bylaws, subject to the following limitations:

- (a) The Association shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the code;
- (b) The Association shall not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf or in opposition to any candidate for political office;
- (c) The Association does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings, shall inure to the benefit of its Members, Directors, Officers or other private persons, except that the Association may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes set forth in Section 2.2;

- (d) The Association shall not carry on any activity not permitted to be carried on by an organization,
  - (i) exempt from federal income tax under section 501 (c) (3) of the Code and
  - (ii) contributions to which are deductible under sections 170, 2055, 2522 of the Code.

### **ARTICLE 3: Principal Office**

The principal office of the Association for the transaction of its business shall be located in Centre County, Pennsylvania.

### **ARTICLE 4: Board of Directors**

Section 4.1 Governing Body. The Association shall be governed by a Board of Directors of not fewer than seven members, and not more than thirteen members, elected from the general membership. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees, its publications; trademarks, and likenesses.

Section 4.2 Duties. The Board of Directors shall appoint officers and committees; determine the Association's policies; make and report to the Association nominations for directors; fill vacancies; and supervise and approve disbursement of funds.

Section 4.3 Actions of the Board of Directors. A majority vote of the Directors in attendance at a meeting where a quorum is met is required to approve resolutions or other actions unless otherwise provided in these bylaws.

Section 4.4 Term of Service. A Director shall hold office for three years. Terms shall begin immediately following the election. A board member can serve for a maximum of two consecutive terms (six years). Former Board members may serve again after a minimum of one year hiatus from the Board.

Section 4.5 Election of Directors. Election to the Board of Directors shall be by ballot of the Members of the Association who attend the annual meeting in person. Proxy voting shall not be accepted.

Section 4.6 Meetings. Regular meetings of the Board of Directors shall be held as deemed necessary by the Board, but not less than quarterly.

Section 4.7 Quorum & Super Majority. A majority of the Board of Directors shall constitute a quorum. In order for the Board of Directors to have valid meetings, where actions can be considered, and minutes produced, a quorum must be present. In cases where a "super-majority" is required by these by-laws, a super-majority shall be defined as two-thirds of the Directors.

Section 4.8 Compensation. No compensation shall be provided to any Director. The Board of Directors may authorize disbursement of funds for specific services provided by any member of the Association (including Directors).

Section 4.9 Vacancies. A vacancy on the Board of Directors shall be filled by appointment by the Board of Directors for the unexpired term of the Director. In order for the appointment to continue, the appointment must be affirmed at the Annual Meeting. The partial period served shall count as one full term.

Section 4.10 Actions of Board Members Between Meetings Any action required by law, or that requires a timely response, that may be taken at a meeting of the Board of Directors, may be taken without a meeting of the Board of Directors, if a consent in writing setting forth the action so taken shall be signed by a “super majority” (see Section 4.7) of all the Directors.

Section 4.11 Report. The Board of Directors shall make an annual written report of the financial affairs of the Association for the previous year available to the Association Members at the Annual Meeting.

Section 4.12 Limits of Exposure. Directors shall not be liable to the Members of the Association. The Association shall be required to carry Director’s and Officer’s Liability Insurance at sufficient amounts.

## **ARTICLE 5: Officers**

Section 5.1 Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with these bylaws.

Section 5.2 Election and Term. Officers of the Association shall be elected from the Board of Directors annually by a majority vote of the Board of Directors at the Board meeting following the Annual Meeting. The same person can hold no more than one office at a time.

Section 5.3 Removal. Any officer may be removed for cause only after 1) Being given a reasonable notice and an opportunity to be heard by the board; and 2) By an affirmative vote of a super-majority of the Board (see Section 4.7) whenever in the Board’s judgment the best interests of the Association will be served thereby.

Section 5.4 Vacancies. The unexpired term of a vacancy in an office shall be filled by the Board, from a list of nominees prepared by the Board.

Section 5.5 Duties of President. The President shall preside at all meetings of the Association and the Board of Directors. The President shall perform all duties incident to the office of President, and other duties as may be prescribed by the Board from time to time.

Section 5.6 Duties of Vice-President. The Vice-President shall assume the duties of the President during the President's absence or whenever the President is unable to fulfill the duties of the office.

Section 5.7 Duties of the Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and distribute to Board, and maintain a record of minutes of the Board’s meetings.

Section 5.8 Duties of the Treasurer. The Treasurer shall serve without bond, and as authorized by regular meetings of the Finance Committee, the Treasurer will have charge and custody of, and responsibility for, all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories as may be selected by the Board of Directors. The Treasurer shall be responsible to present regular and accurate reports on the finances of the organization to the Board of Directors at their meetings; and also to prepare and make available an annual financial report to the membership at the Annual Meeting.

## **ARTICLE 6: Committees**

Section 6.1 Appointment. The Board of Directors may designate and appoint committees, which shall have and exercise the authority delegated to them by the Board of Directors. Committees may be comprised of both members and Directors.

Section 6.2 Chairperson. A Director shall be the chairperson or vice-chairperson of every committee to ensure proper communication and reporting to the Board. The chairperson of a committee shall appoint members, fill vacancies and designate individuals to perform tasks as may be required.

Section 6.3 Quorum. A majority of the committee's members shall constitute a quorum.

Section 6.4 Rules. Each committee may adopt rules consistent with these bylaws and the Association's goals.

Section 6.5 Executive Committee. There shall be an Executive Committee of the Board, composed of the President, Vice-President, Treasurer, Secretary, and the Executive Director of the Association who shall serve as a non-voting *ex-officio* member. The Executive Committee shall meet at the call of the President to address specific issues. Its authority shall be limited to that granted by resolution of the Board of Directors. The Executive Committee shall report all its activities to the Board of Directors at each regular meeting. A majority of its membership shall constitute a quorum at a meeting of the Executive Committee. The Executive Director shall report to the Executive Committee.

Section 6.6 Finance Committee. The Finance Committee of the Association including the Treasurer, shall review the bank statements and financial reports, including all checks and deposits, on a quarterly basis & present a report of their results to the Board of Directors at the monthly meeting immediately following their review.

Section 6.7 Special Committees. The President may, with the approval of the Board of Directors, designate and appoint special committees designed to transact certain ministerial business of the Association or to advise the Board of Directors in technical matters. Such committees will be chaired or co-chaired by an Officer or Board Member as designated by the President. The Board may terminate any such committee by resolution.

## **ARTICLE 7: Association Members**

Section 7.1 Classes of Membership. Memberships may be established by the Association, and provided voting privileges. Association Members (hereinafter "Members") shall support the mission and purpose of the Association. Dues for Members shall be fixed in such amounts as determined by the Board of Directors.

Section 7.2 Term of membership. Membership shall be for one calendar year.

Section 7.3 Rights and Responsibilities. Membership does not bestow authorization to publish or speak or advocate on behalf of the Association, or use the name or likeness of the Association without the prior written approval of the Board of Directors.

Section 7.4 Liability of members. No Member shall be personally liable for any of its debts, liabilities, or obligations, nor shall any Member be subject to any assessment.

Section 7.5 Termination. A Member shall be terminated by the Board of Directors for non-support or conflict of interest.

Section 7.6 Refunds. In case of the voluntary withdrawal, termination of membership, or expulsion of a Member, no part of the membership dues or any contributions shall be refunded.

## **ARTICLE 8: Liability and Indemnification**

Section 8.1 Indemnification. The Association shall indemnify any Member, Director, Officer or agent of the Association with respect to any successfully defended action involving their acts or omissions as representatives of the Association. The Association shall not indemnify such representatives where they are determined by a court to have been guilty of recklessness or misconduct. The Board of Directors shall determine the permissibility of indemnification by a majority vote of a quorum of Directors not involved in the action or the determination shall be made by independent legal counsel if such a quorum is not obtainable.

Section 8.2 Indemnification of Directors. Directors shall not be personally liable for monetary damages for any action taken, or any failure to act, unless such Director has breached or failed to perform the duties of his/her office under the Non-Profit Corporation Law, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. Except, the provisions of this section shall not apply to: (a) The responsibility or liability of a Director pursuant to any criminal statute, or (b) The liability of a director for payment of taxes pursuant to local, State and Federal law.

## **ARTICLE 9: Membership Meetings.**

Section 9.1 Annual Meeting. An annual meeting of the Members shall be held in the fall of each year for the purpose of electing Directors and for the transaction of any other business that may come before the meeting.

Section 9.2 Special Meetings. Special meetings of the Members may be called by the Board of Directors

Section 9.3 Place of Meeting. The Board of Directors may designate any place for a meeting of the Members.

Section 9.4 Notice. Written, printed or verbal notice stating the place, date and time of any meeting of the Members, except committee meetings, shall be communicated either personally or by mail to each member in a reasonable time frame prior to the meeting, .

Section 9.5 Proxies. No proxies shall be accepted for voting at any meeting.

## **ARTICLE 10: Contracts, Checks, Deposits and Funds**

Section 10.1 Contracts. The Board of Directors may authorize any Director, Officer or agent of the Association in addition to the Officers so authorized by these bylaws to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 10.2 Records. The Association shall keep correct and complete financial records of account and shall keep a register of the names and addresses of the members. Financial records may be inspected by any Member or Member's agent or attorney, for any proper purpose as determined by the Board of Directors.

Section 10.3 Fiscal Year. The fiscal year of the Association shall be the calendar year.

**ARTICLE 11: Amendment of Bylaws and Dissolution**

Amendments, after approval by a majority vote of the Board of Directors at any of its meetings, must be presented to the Members for adoption. A majority vote of the voting Members present will be required for a change in the by laws. The Board shall cause such amendments to be presented in writing prior to the meeting to the Members for consideration of the amendment in a reasonable time frame to allow review.

Date approved: Jan 11, 1994

As amended: Jan 11, 2000

As amended: March, 2007

As amended: January, 2010

As amended: November 15, 2012

Amended by Penns Valley Conservation Association at the Annual Meeting of the membership November 15, 2012 in Centre County, Pennsylvania.

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Jim Zubler – President

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Lisa Marshall - Secretary