

Bylaws of Paxton Creek Watershed and Education Association, Inc.

Article I
Name and Office

Section 1. Name. The name of this organization shall be Paxton Creek Watershed and Education Association, Inc. (hereafter referred to as PCWEA), incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2. Office. The principal office of the corporation is located in Dauphin County, in the State of Pennsylvania, at P.O. Box 61674, Harrisburg, PA 17106 or as arranged by the Board of Directors.

Article II
Non-Profit Purposes and Objectives

Section 1. IRC Section 501(c)(3). Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purposes and Objectives. The specific purposes of this corporation shall be to: (a) Protect and enhance the resources of Paxton Creek watershed and its environs for current and future generations; (b) Build community consensus through stake holder participation in solving watershed problems such as flooding, sedimentation, sprawl and other watershed issues; (3) Facilitate environmental, hands-on education through a watershed context in order to achieve these purposes, the objectives will be to: (1) Design, advocate and implement policies and projects for the restoration, enhancement and protection of the natural and cultural resources of the Paxton Creek watershed and its environs; (2) Facilitate studies, educational activities and promote relevant research and publications; (3) Consult and work with persons, businesses, local/state/federal governments and other interested agencies and organizations, as appropriate; (4) Execute practices such as conservation easements and similar management practices for watershed enhancement and protection; to encourage similar efforts by other organizations, businesses, individuals, agencies and public officials.

Article III
Directors

Section 1. Number. The corporation shall have five directors and collectively they shall be known as the Board of Directors. All directors shall be current dues-paying members of the PCWEA.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws; (b) Appoint, remove, employ, supervise, discharge and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (c) Conduct affairs not reserved to the membership; (d) Meet at such times and places as required by these Bylaws.

Section 4. Term of office. Directors shall hold office for terms of 1, 2 or 3 years and until his or her successor is elected and qualifies. The initial Board shall consist of two directors each to serve one year, two directors each to serve two years and a director to serve three years. Honorary directors may participate but may not vote. Honorary directors need not be members.

Section 5. Compensation. Directors shall serve without compensation, except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. Directors will be reimbursed for reasonable expenses incurred in carrying out PCWEA affairs.

Section 6. Regular Meetings. Regular meetings of directors shall be held bimonthly during the odd-numbered months on the fourth Tuesdays at 3:00 pm, or at other dates and times designated in writing by the Board of Directors.

If the members do not elect directors, then, at the regular meetings of the Board, new directors shall be selected by the existing Board of Directors. Voting for new directors shall be by written ballot. Each director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected as per their respective terms of office. The candidates receiving the highest number of votes shall be elected to serve on the Board.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by/or at the request of the Board Leader, or three directors of the Board, giving notice of the date, time, place, and purpose in a reasonable advance period of notice.

Section 8. Quorum for Meetings. A quorum shall consist of three of the members of the Board of Directors. Meetings may be held in person or by telecommunications.

Section 9. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of business by the Board. Voting by proxy is prohibited.

Section 10. Removal of Directors. Removal of a director for inactivity or for any other cause shall be done by affirmative vote of three-quarters of the active members of the Board of Directors.

Section 11. Selection of Directors. After initial implementation of a Board of Directors, the ongoing selection of directors will be done by members through a ballot process conducted by a Nominating Committee of the general membership. Elections of directors for their respective terms will be held annually during March or a surrogate month determined by the Board of Directors, for commencement of duties in September. Vacancies occurring on the Board of Directors shall be filled by the Board through appointment of eligible members. The terms of such appointments shall expire at the completion of terms of service for the particular positions.

Section 12. Non-Liability. The directors, officers and members shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 13. Indemnification by Corporation of Directors, Officers and Members. The directors, officers and staff of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article IV Officers

Section 1. Designation of Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications. Any member may serve as an officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the Board of Directors, at any time and each officer shall hold office until he or she resigns or is removed by the Board.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary of the corporation.

Section 5. Duties of Officers and Staff. Officers are a President, Vice President, Secretary and Treasurer. Officers are elected by and from the Board of Directors. As a group the officers constitute a standing Executive Committee of the PCWEA. The officers and their duties are as follows:

Duties of the President. The President shall have general oversight of the affairs and finances of the PCWEA. The President shall preside at all Board and membership meetings at which he or she is present. The President may sign with the Secretary or any officer of the corporation authorized by the Board of Directors, contracts of other instruments which the Board has directed to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, the Bylaws, or by statute to some other officer or agent of the corporation. The President shall appoint all members of regular or special committees as deemed appropriate by the Board of Directors, except for the Nominating Committee.

Duties of the Vice President. The Vice President in the event of absence, disability or death of the President, possess all the powers and perform all the duties of the President until such time as the Board of Directors can initiate a replacement to fill the vacancy. The Vice President shall perform other duties designated by the President and the Board of Directors.

Duties of Secretary. The Secretary issues letters and timely notices, maintains the records of the organization and keeps the minutes of the meetings of the Board of Directors, the Executive Committee and the membership in one or more books, computer diskettes or other electronic storage. Records on paper or other media shall be retained for backup purposes. The Secretary also performs other duties as may be assigned by the Board of Directors. For those meetings unattended by the Secretary, the PCWEA members shall appoint persons responsible for making records of the meetings and forwarding them to the Secretary.

Duties of the Treasurer. The Treasurer shall have custody of, and be responsible for, all funds and securities of the PCWEA, except for those funds administered by partnering organizations. The Treasurer shall, in general, perform or supervise all the duties incident upon the office of Treasurer and conduct other duties as from time to time that may be assigned by the Board of Directors.

Duties of staff. Staff, temporary or long-term, may be hired as needed by the officers, following approval by the Board of Directors. Duties of the staff will vary, as reflected in job descriptions compiled by the President prior to selecting staff persons.

Section 6. Compensation. The salaries of the officers, if any, shall be issued according to grants or fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to, or for, the corporation.

Article V Members

Section 1. Membership. The membership shall consist of individuals and groups who support the purposes of the PCWEA, and pay annual dues in accordance with amounts and schedules determined by the Board of Directors. Each individual member and each group that is a member shall have one vote to cast on each vote taken at meetings of the membership called in accordance with these Bylaws. Voting by proxy is prohibited.

Section 2. Duties. The duties of members, as provided in these Bylaws, shall be as follows: to (a) Choose the Nominating Committee prior to elections; (b) After the initial installation of a Board of Directors, elect the Board of Directors; (c) Approve major projects, grant applications and budgets proposed by the Board of Directors; (d) Contribute labor and other resources necessary for projects and programs, as appropriate.

Section 3. Meetings. The general membership of the PCWEA shall meet quarterly, or more frequently throughout the calendar year, as determined by the President. A written notice communicated by letter, e-mail, fax, mass media and/or other means shall be issued by the President for each meeting, stating the place, day, hour and purpose of the meeting. Ten (10) members shall constitute a quorum for a general meeting. Any meeting may be adjourned to a later date by a majority vote (show-of-hands) cast by the members present, whether or not a quorum exists.

Article VI Committees

Section 1. Committees. The corporation shall have standing and other committees as may from time to time be designated by the Board of Directors. These committees may include persons who are not members of the PCWEA, and shall act in an advisory capacity to the Board.

Section 2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings. The standing Nominating Committee will be chosen from the general membership. The Executive Committee consists only of the officers. Appointments to all other committees may be done by the President.

Article VII Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office the following types of records: (a) Minutes of all meetings of directors and committees of the Board of Directors; (b) Copies of the corporation's Articles of Corporation and Bylaws; (c) Books and records of its corporate bank account(s); (d) Copies of all correspondence and filings with the IRS and state agencies.

Article VIII
IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed 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. Such distributions shall be made in accordance with all applicable provisions of the laws of this state.

Article IX
Amendment of Bylaws

Section 1. Amendment. These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article X
Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of five preceding pages, as the Bylaws of this corporation.

Date: _____

Signatures of Board Members or Incorporates
