

BYLAWS
WeConservePA

Amended April 29, 2006

Amended June 30, 2020 (to address name change)

Marked up with proposed changes for approval by members

ARTICLE I.

Section 1.01 The name of the corporation is WeConservePA.

Section 1.02 The purposes for which WeConservePA operates:

- (A) To promote the protection and conservation of open land in the Commonwealth of Pennsylvania.
- (B) To help people care for, wisely use, and enjoy what nature offers. To engage in educational activities in order to increase public awareness and knowledge of the benefits, needs and tools of land conservation and generally to promote a positive climate for state-wide land conservation efforts.
- (C) To help organizations and individuals to effectively and efficiently conserve land, protect and restore waterways, implement sustainable practices, and connect people to the outdoors. To provide advice, training, and assistance to the member and other conservation organizations in order to enhance their effectiveness in providing conservation leadership in their communities.
- (D) To foster understanding of conservation and advocate for pro-conservation governmental policy to promote a high quality of life for all. To educate and inform legislators and other public officials of the benefits of land conservation and to encourage the adoption of public policies favorable to land conservation.
- (E) To deepen communications, cooperation, and collaboration between member organizations and within the broader conservation community and to cooperate with and act as liaison to the national Land Trust Alliance.
- (F) To foster positive relationships between conservation organizations, other nonprofit organizations, public agencies, and private interests.
- (G) To operate exclusively to engage in all legal activities related to conservation. WeConservePA is organized exclusively for charitable, 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. No part of the net earnings of WeConservePA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that WeConservePA 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 herein. No substantial part of the activities of WeConservePA shall be for the carrying on of propaganda, or otherwise

Commented [AL1]: This change directly quotes from WeConservePA's current and well-vetted strategic plan.

attempting to influence legislation, and WeConservePA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, WeConservePA shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of WeConservePA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of WeConservePA 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.

(H) To conduct affairs of WeConservePA so that no distinction shall be made as to race, color, national origin, creed, gender, sexual orientation, age, or handicap-disability with regard to membership, employment, professional staff, contracting, or delivery of services.

Commented [AL2]: This change aligns the bylaws with present management policy.

(I) To comply with all provisions of the Articles of Incorporation of this WeConservePA.

Section 1.03 WeConservePA shall have the power:

- (A) To acquire, own, and utilize any real or personal property, or any interest therein, wherever situated.
- (B) To sell, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or part of its property and assets, or any interest therein, wherever situated.
- (C) To invest its money and acquire, own, and dispose of obligations, capital stock, mutual funds, or other securities.
- (D) To borrow money, issue, or incur its obligations and secure any of its obligations by mortgage or pledge of or any security interest in all or any part of its property or assets, wherever situated.
- (E) To lend money, and take and hold real and personal property, as security for the repayment of funds.
- (F) To make contributions and donations.
- (G) To elect, appoint, retain, hire, or remove officers, employees, and agents of WeConservePA, define their duties, fix their reasonable compensation and the reasonable compensation of directors, to pay bonuses or other additional compensation of the foregoing for past services, and to establish pension or other deferred compensation plans.

- (H) To enter into any obligation appropriate for the transaction of its affairs, including contracts or other agreements with its members.
- (I) To sue and be sued and participate as a party or otherwise in any judicial, administrative, or other proceeding.
- (J) To exercise all of the powers and means appropriate to effect the purposes set forth in Section 1.02 hereof.
- (K) To exercise all of the powers vested by the law of Pennsylvania in nonprofit corporations.

ARTICLE II. MEMBERSHIP

Section 2.01 The ~~M~~membership of WeConservePA shall consist of ~~all those~~ organizations ~~which that~~ support the purposes of WeConservePA, ~~which~~ pay annual dues as may be determined from time to time by the Board of Directors of WeConservePA, and ~~which~~ meet the requirements set forth in Section 2.02. The Board of Directors may establish dues categories. [Unless context clearly indicates otherwise, the terms "member" and "membership" as used in these bylaws refers to a voting member and the voting membership of WeConservePA respectively.]

Section 2.02 An organization shall qualify for membership by meeting the following requirements:

- (A) The organization must work for the public benefit to:
 - (1) Acquire land or conservation easements for ~~one or more of the following conservation purposes; or~~
 - ~~a) conserving open space or natural resources;~~
 - ~~b) protecting water quality, scenic areas, or historic landscapes;~~
 - ~~c) preserving working farms, working woodlands, or hunting grounds;~~
 - ~~d) preserving biodiversity;~~
 - ~~e) establishing areas open to the general public for low environmental impact outdoor recreation and education; or~~
 - (2) Hold and provide stewardship of land or conservation easements for ~~one or more of the purposes stated above~~conservation purposes; or
 - (3) Assist organizations in accomplishing some aspect of the work stated above or generally advance the cause of land ~~and water~~ conservation and water protection.
- (B) The activities described in Paragraph A must be substantive and substantial.
- (C) The organization must be a charitable organization.

Commented [AL3]: Simplifying to "conservation purposes" avoids inadvertently omitting good conservation purposes from the detailed laundry list.

(D) The organization must be governed by an unpaid Board of Directors.

Section 2.03 The Board of Directors may deny membership to an applicant for any reason whatsoever. The Board of Directors may revoke the membership of an organization that became a member for the first time within the previous twelve months for any reason whatsoever. The Board of Directors shall not deny or revoke the membership of an organization that has held membership for more than twelve months unless it determines that the organization does not meet the requirements of Section 2.01 or Section 2.02. Actions to deny or revoke membership shall be entered into the minutes of the Board of Directors, reported to the rejected organization, and reported at the annual meeting of members.

Section 2.04 The annual meeting of the members shall be held within the first 180 days of each calendar year at a time and at a virtual location or place within ~~or without~~ the Commonwealth of Pennsylvania to be determined by the Board of Directors.

Section 2.05 Special meetings of the members may be called by the PresidentChair, by the Board of Directors, or by petition in writing signed by not fewer than twenty-five percent ~~(25%)~~ of the voting members of WeConservePA and filed with the Secretary.

Section 2.06 At any meeting of the members twenty-five percent ~~(25%)~~ of the voting members shall constitute a quorum. The Board of Directors may provide for vote by proxy and the form of such proxy. Each voting member shall have one vote.

Section 2.07 Not fewer than thirty ~~(30)~~ days prior to each meeting, notice shall be mailed, postage prepaid, or emailed to all members at their addresses listed in the records of WeConservePA setting forth the date, time, and place of such meeting and indicating the nature of the business to be transacted at such meeting. Anything contained in this paragraph to the contrary notwithstanding, an emergency meeting of the membership may be called upon twenty-four ~~(24)~~ hours notice by the Board of Directors. No notice of the time, place, or purpose of any meeting need be given to any member who, in writing, executed and filed with the records of the meeting before or after the holding thereof, waives such notice or attends the meeting.

Section 2.08 The Board of Directors or Chief Executive Officer may establish non-voting membership categories as may be desirable from time to time.

Section 2.09 The voting members shall have the sole and exclusive power to elect the Board of Directors and to adopt, amend, or revoke WeConservePA's Bylaws. The Board of Directors shall have the sole and exclusive power to undertake all other lawful corporate action including the power to amend the Articles of Incorporation, to direct the operations of WeConservePA, and to authorize any and all programs and transactions which WeConservePA may undertake or engage in including fundamental transactions such as merger, consolidation, divestiture, and dissolution.

Commented [AL4]: Virtual annual meetings have been WeConservePA's practice since 2020. If WeConservePA were to return to in-person meetings, it now seems appropriate to hold them within the state.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 The property, affairs, and activities of WeConservePA shall be managed and directed by a Board of Directors consisting of not less than six ~~(6)~~ nor more than twelve ~~(12)~~ directors. The Board of Directors shall have the power to undertake any lawful corporate action except as otherwise provided in these Bylaws or in the Articles of Incorporation.

Section 3.02 Directors shall be elected by the ~~voting~~ members at the annual meeting ~~and each director shall serve a three (3) year term or until a successor is elected and qualified. The Board of Directors shall set the number of directors to be elected at the annual meeting and nominate persons for the director positions available.~~

Section 3.03 ~~Members of the Board of~~ Directors shall be elected for three ~~(3)~~ year terms ~~except their initial election may be for a one or two-year term to maintain an evenly distributed number of term expirations each year, and~~ They shall assume their posts at the next meeting of the Board of Directors. The terms of ~~members of the Board of D~~irectors shall expire on a rotating basis, ~~ideally~~ with no more than one-third (1/3) of the directors' terms expiring at any one time. No ~~member of the Board of Directors~~director shall serve more than two ~~(2)~~ consecutive full terms.

Commented [AL5]: This change affirms long-standing WeConservePA practice.

Section 3.04 Any officer or director may be removed by affirmative vote of a majority of the Board of Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board.

Section 3.05 In addition to, and not in substitution for, the provisions of §3.04, the term of a director is automatically ended, unless otherwise determined by a majority of the Board in accordance with this Section, upon adjournment of the third regularly scheduled meeting of the Board from which the director was absent over the time period encompassed by four regularly scheduled meetings. The Board may, but is not obligated to, waive this provision or reinstate the director by vote of a majority of the ~~Board members~~directors but only if such vote is taken not later than the next regularly scheduled Board meeting following termination under this Section. The director whose term has ended or is about to be ended on account of this provision is not entitled to vote on the matter.

Section 3.06 In case of vacancy ~~resulting from a director's resignation or removal,~~ the remaining directors may elect a successor for the remainder of the vacant term.

Commented [AL6]: This refinement prevents the board from electing a person to fill a vacancy that only exists because the board did not offer the membership an opportunity to fill the vacancy at the prior annual meeting of members.

Section 3.07 The Board of Directors shall meet on call by the ~~President~~Chair or on written request filed with the Secretary by four or more directors. The Secretary shall give reasonable notice to each director of the time, place, and date of each meeting by notice in writing mailed, postage prepaid, no later than the thirtieth day before the day set for the meeting and addressed to the director's last known post office address according to WeConservePA records, or by email or telephonic communication or notice in writing delivered personally to the director's residence or usual place of business not later than the thirtieth day before the day set for the meeting. Anything contained in this paragraph to the contrary notwithstanding, an emergency meeting of the Board of Directors may be called upon twenty-four ~~(24)~~ hours notice by the ~~President~~Chair. No notice of the time, date, place, or purpose of the any meeting need be given to any director who, in writing, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice ~~or who attends the meeting.~~ Attendance of a Director 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.

Commented [AL7]: This brings this section into conformance with the PA Nonprofit Corporation Law.

Section 3.08 Board meetings may be conducted by ~~video or~~ telephone conference. ~~Directors may attend Board meetings by telephone if authorized by a majority of the Board. The Video and~~ telephone conferences shall be done such that all directors can hear each other. ~~For meetings~~

Commented [AL8]: This change affirms WeConservePA's present practice of holding two Board meetings a year virtually.

scheduled to be in person, director attendance must be in person except when exceptions are made by the Board of Directors in advance of the meeting.

Commented [AL9]: This affirms WeConservePA's longstanding practice and clarifies that directors should have no expectation otherwise. No director has participated in an in-person meeting by phone or video since the 1990s.

Section 3.09 The annual meeting of the Board of Directors shall be held at the first regularly scheduled meeting of the Board following the annual meeting of members and at such time as the Board of Directors shall determine by resolution. Notice of the time, date, and place of the annual meeting of the Board of Directors shall be given in the manner set forth in Section 3.06.

Commented [AL10]: The section reference is incorrect and referencing 3.07 is unnecessary.

Section 3.10 All meetings shall be governed by Robert's Rules of Order, the edition to be chosen by the President. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 3.11 At every meeting of the Board, a Quorum shall consist of one-half of the current directors serving on the Board of Directors. Unless otherwise specified in these Bylaws, the majority vote of those persons actually participating in a meeting at which there is a quorum will prevail on all matters, except that no vote may carry without the affirmative vote of at least four (4) directors.

Section 3.12 There shall be no voting by proxy.

Section 3.13 Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of WeConservePA.

Section 3.14 Any action of the Board of Directors may be taken without a meeting by unanimous consent of a two-thirds (2/3) majority of the directors in writing or by email.

Commented [AL11]: This brings the bylaws into conformance with PA Nonprofit Corporation Law. (WeConservePA's practice has always been to obtain unanimous consent.)

Section 3.15 The Board of Directors is responsible for hiring and overseeing the chief executive staff.

Commented [AL12]: Reflecting actual practice, this section replaces a section 4.02 provision placing the executive staff under the President's supervision and oversight.

ARTICLE IV. **OFFICERS AND COMMITTEES**

Section 4.01 The officers of WeConservePA shall be a Chair, Vice Chair, President/Chief Executive Officer, Vice President, Secretary, Treasurer, and such Assisting Officers as the Board may determine from time to time. Officers shall be elected for a one (1) year term by the Board of Directors at its annual meeting or whenever a vacancy occurs. The President, Vice President/Chair, Vice Chair, and Secretary, and Treasurer shall be directors. The Chief Executive Officer, Treasurer, and Assisting Officers may be non-directors. Each officer shall serve until a successor is elected and qualified. One person may hold more than one office.

Commented [AL13]: Changes to this article bring WeConservePA practice fully into alignment with the bylaws. The board and president have long delegated many executive functions to the executive director. The president and vice president's roles have long been focused on presiding over meetings of the board and membership--so much so that those in the roles generally refer to themselves as chair and vice chair rather than president and vice president.

Section 4.02

(A) The President shall also be the Chairperson of the Board of Directors and Chair shall preside at all meetings of the membership and the Board of Directors and shall see that all resolutions of the Board are carried out. The Chair shall be an ex officio member of all committees of the Board of Directors

Commented [AL14]: This change is being made with the intention that the board-hired Executive Director will be one and the same with the Chief Executive Officer elected each year by the board. However, it allows the the board to place corporate president/executive powers in a person other than the Executive Director in the future if so desired.

(A)(B) The President/Chief Executive Officer shall be authorized to sign contracts, checks, conveyances, or other documents or instruments on behalf of WeConservePA in

accordance with resolutions adopted by the Board of Directors. ~~The President shall be an ex officio member of all committees of the Board of Directors and shall supervise and oversee the salaried executive staff. He or she~~They shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

~~(B)(C)~~ (C) The Chair shall be authorized to perform all duties of the Chief Executive Officer in the absence of or upon the disability of the Chief Executive Officer. The Vice President-Chair shall be authorized to perform all duties of the President-Chair in the absence of or upon the disability of the President-Chair. ~~The Vice President shall have such other duties as may be prescribed by the Board of Directors.~~

~~(C)(D)~~ (D) The Secretary shall attend all sessions of the Board and all meetings of the membership and act as clerk thereof. ~~He or she~~They shall be the custodian of WeConservePA's corporate records and corporate seal and shall record all votes of WeConservePA in the minutes of meetings of the Board of Directors and the membership. The Secretary shall also be responsible for the sending of all notices which are required to be sent by these Bylaws.

~~(D)(E)~~ (E) The Treasurer shall chair the Finance Committee of the Board of Directors and shall oversee and direct WeConservePA's financial activities including, but not limited to, banking, investment, collection and disbursement, and recordkeeping activities. Financial statements showing WeConservePA's financial condition shall, under the Treasurer's direction, be prepared quarterly and submitted to all ~~members of the Board of Directors~~directors.

Section 4.03 The Board of Directors may appoint such committees as it deems necessary to implement the purposes of WeConservePA. The Board of Directors may authorize committees to exercise any powers of the Board.

~~Section 4.04~~ ~~Prior to the annual meeting, the President shall appoint a committee to nominate persons for the director positions becoming vacant.~~

Commented [AL15]: See 3.02.

ARTICLE V. FINANCIAL AFFAIRS

Section 5.01 The fiscal year of WeConservePA shall end on December 31 of each year.

Section 5.02 The funds of WeConservePA shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by such persons as the Board may from time to time designate.

Section 5.03 The Board of Directors shall secure insurance to protect WeConservePA, the Board of Directors, and the officers from liability.

Section 5.04 The Board of Directors shall appoint an independent auditor who is neither an officer nor a director of WeConservePA to review the books of WeConservePA as soon as reasonably possible prior to the annual meeting each year.

ARTICLE VI. INDEMNIFICATION AND STANDARD OF CARE OF OFFICERS AND THE BOARD OF DIRECTORS

Section 6.01 Every person who is now or hereafter a director or officer of WeConservePA shall be indemnified by WeConservePA against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon that person in connection with or resulting from, any action, suit, or proceeding of whatever nature to which ~~he or she is~~ they are or shall be made a party by reason of ~~his or her~~ their having been an officer or director of WeConservePA (whether ~~he or she is~~ they are an officer or director of WeConservePA at the time ~~he or she is~~ they are made a party to such action, suit, or proceeding or at the time such costs or expenses are incurred by or imposed upon ~~him or her~~ them) except in relation to matters as to which ~~he or she~~ they shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of ~~his or her~~ their duty as such officer or director. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

Section 6.02 In the discharge of their duties to WeConservePA, the directors of WeConservePA shall adhere to the standard of care for directors of nonprofit corporations set forth in the Pennsylvania Nonprofit Corporation Law at 15 Pa. C.S.A. §§ 5712 and 5716. No director shall be personally liable for monetary damages for any action taken or omitted, as director, unless:

- (A) The director has breached or failed to perform the duties of ~~his or her~~ their office under Subchapter B of the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S.A. §§ 5711-5717; and
- (B) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE VII. DISSOLUTION

Section 7.01 WeConservePA may dissolve by resolution of the Board of Directors. The manner of dissolution shall be as required by the law of the United States, of the Commonwealth of Pennsylvania, and the official acts of the Board of Directors.

Section 7.02 Upon dissolution, WeConservePA's assets shall be distributed to an organization or organizations which is or are organized exclusively for charitable, scientific, or educational purposes, or any of them, and which shall be qualified as an organization exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954, as amended, and as an organization contributions to which are deductible for federal income tax, estate and gift tax purposes, to be used by such organization or organizations for the above-stated purposes.

ARTICLE VIII. CONFLICT OF INTEREST

Section 8.01 No director, officer, or employee of WeConservePA shall vote on, recommend, or participate in any decision relating to any contract or transaction in which ~~he or she~~ they or ~~his or her~~ their employer or family member has any financial interest.

Section 8.02 Directors, officers, and employees shall be required to disclose to the Board of Directors all material facts relating to any financial interest ~~he or she~~ they or ~~his or her~~ their employer or family member may have in any contract or transaction which WeConservePA may undertake in order to ensure compliance with the policy set forth in Section 8.01.

Section 8.03 No private inurement is contemplated.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 9.01 The Bylaws may be amended or revoked by the ~~voting~~ members, except that pursuant to 15 Pa. C.S.A., the Board of Directors may adopt emergency Bylaws, subject to repeal or change by action of the members, which shall be operative during any emergency resulting in warlike damage or an attack on the United States or any nuclear disaster.

ARTICLE X. CORPORATE RECORDS

Section 10.01 There shall be kept at the registered office of WeConservePA a record of the transactions of WeConservePA, a record of the proceedings of the members and of the Board of Directors, and the original or a copy of the Bylaws, including all amendments or modifications thereto. A membership book shall also be kept at the registered office, giving the names of the current members in alphabetical order, and showing their respective addresses.

Every member shall have the right to examine, at any reasonable time and for any reasonable purpose, the membership book, books, or records of account, and records of the proceedings of the membership and Board of Directors, and make extracts therefrom.