

**BYLAWS
OF
The Conservation Foundation of Lancaster County**

**ARTICLE I
Name**

- 1.1 The name of the Organization is Conservation Foundation of Lancaster County, as stated in the Articles of Incorporation of this organization filed with the Commonwealth of Pennsylvania on June 1, 2007.
- 1.2 Herein, the Conservation Foundation of Lancaster County will be referred to as "the Organization" or "Organization", separately and exclusively of the Lancaster County Conservation District or any other organization or entity, which will be specified as such by name.

**ARTICLE II
Purposes and Powers**

- 2.1 This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall serve to promote, support, and sustain the stewardship, education, and conservation activities undertaken by the Lancaster County Conservation District, which was legally formed in 1938 in accordance with Act 557 PA Soil Conservation District Law, to focus on the stewardship of land, water, and other natural resources; to make all citizens aware of the interrelationships between human activities and the natural environment; to provide assistance for current efforts in natural resource conservation; to develop and implement programs which promote the stewardship of natural resources; and to enlist and coordinate help from public and private resources. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- 2.2 No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, officers, 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 its purposes set forth in the Articles of Incorporation of the Organization. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the 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 or the Articles of Incorporation of the Organization, the Organization shall not carry on any other activities not permitted to be carried on (a) by a Organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a Organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

- 2.3 Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 Lancaster County Conservation District for use in charitable purposes. 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 the corporation 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 III Offices

- 3.1 The Organization shall have its principal office at the Farm & Home Center, 1383 Arcadia Rd. Room #200, Lancaster, PA or such other location within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.
- 3.2 The Organization shall have and continuously maintain in this state a registered office, and may have other offices within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE IV Members

- 4.1 The Organization shall have no members.
- 4.2 The Directors may create such classes of "membership" such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Organization Law of 1988, as amended.

ARTICLE V Board of Directors

- 5.1 The affairs of the Organization shall be governed by its Board of Directors, herein referred to as "the Board of Directors", designated separately and exclusively of the Lancaster County Conservation Board of Directors, which shall be named as such.
- 5.2 The number of directors shall not be less than seven (7) nor more than fifteen (15). Each director shall hold office for three (3) years, and not for longer than two consecutive terms, or until his or her successor shall have been elected and qualified. Directors may be re-appointed for successive three-year terms, but only after a one (1) year hiatus from serving the Organization as a director. Directors need not be residents of Pennsylvania. The members of the first Board of Directors shall be those persons named by the incorporator and shall be appointed to serve staggered terms of one (1), two (2) and 3 (three) years, as determined by lottery. Thereafter, Directors shall be recommended by a

Nominating Committee to be appointed by the Lancaster County Conservation District Board of Directors.

- 5.3 The annual meeting of the Board of Directors, shall be held on such date, within 90 days before the end of the Organization's stated fiscal year, and at the registered office of the Organization, or at such other location, within or without the Commonwealth of Pennsylvania, as may be determined by the Board of Directors and as shall be designated in the notice of said meeting.

Regular meetings of the Board of Directors will be held as determined necessary by the Directors to effectively conduct the business of the Organization, but not less frequently than three (3) times a year, in addition to the Annual Meeting.

- 5.4 Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.
- 5.5 Notice of all meetings shall be given at least five (5) days before the meeting. In the case of any meeting of the Board of Directors, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.
- 5.6 A majority of the Board of Directors, vacancies excluded, shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 5.7 The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise required by law or by these Bylaws.
- 5.8 Any vacancy occurring in the Board of Directors shall be filled by a director appointed by the Lancaster County Conservation District Board of Directors, following a recommendation submitted to the Lancaster County Conservation District Board of Directors by the Nominating Committee of the Organization. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Any director and/or officer may resign as such at any time upon submission of a written resignation to the Board of Directors or to the President.

- 5.9 Any director may be removed, for cause, by vote of two-thirds of all other directors, and recommended by the directors to the Lancaster County Conservation District Board of Directors for action, for cause being as determined in the sole discretion of the membership or Board.
- 5.10 Directors, as such, shall not receive any stated compensation for their services, but by resolution of the Board of Directors, directors may be reimbursed for costs of attendance at regular and/or special meetings of the Board; provided, that nothing herein contained

shall be construed to preclude any director from serving the Organization in any other capacity and receiving reasonable compensation therefor.

- 5.11.1 Meetings of the Board of Directors shall be presided over by the Chairman, or, if the Chairman is not present, by the Vice Chairman. The Secretary of the Organization shall act as Secretary of every meeting or in his absence the meeting directors shall choose any person present to act as Secretary of the meeting.
- 5.12 Each director, upon his appointment by the Lancaster County Conservation District Board of Directors, will sign an ethics and confidentiality statement to indicate his understanding and abidance by the guidelines for ethical conduct of the directors in all matters of serving the Organization, as set forth by the Organization.

ARTICLE VI

Officers

- 6.1 The officers of the Organization shall be a Chairman, a Vice Chairman, a Treasurer, a Secretary and such assistant officers as may be elected from time to time. The Chairman, Vice Chairman, Treasurer and Secretary shall be elected annually by the Board of Directors at its annual meeting to serve for one (1) year or until their successors are duly elected and qualified in accordance with the provisions of this Article. The Board of Directors may elect or appoint such assistant officers, including one or more Vice-Chairmen, one or more Assistant Secretaries and one or more Assistant Treasurers, and may retain such agents and employees as it shall deem desirable, such persons to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.
- 6.2 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies in any office may be filled or new assistant offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
- 6.3 Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 6.4 The Chairman shall be the principal executive officer of the Organization and shall in general supervise and control all of the business and affairs of the Organization; preside at all meetings of the members and of the Board of Directors; sign, with the Secretary or any other proper officer of the Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Organization; and in general perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

- 6.5 In the absence of the President or in the event of his or her inability or refusal to act, any Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- 6.6 The Treasurer shall have charge and custody of and be responsible for all funds of the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever; deposit all such moneys in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 6.7 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Organization, the execution of which on behalf of the Organization is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII Committees

- 7.1 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of two or more Directors, which committees, to the extent permitted by law and provided in said resolution or any amendment of such resolution, shall have and exercise the authority of the Board of Directors in the management of the Organization. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law.
- 7.2 Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by the Board.
- 7.3 Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors (for cause), or unless such member shall cease to qualify as a member thereof.
- 7.4 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.5 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a

majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

- 7.6 The Board of Directors shall designate one member of each committee as chairman.
- 7.7 Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- 7.8 Any committee of the Board of Directors may have and exercise all of the powers and authority as provided by resolution of the Board of Directors, except that no such committee shall have any power or authority as to the following:
- (a) The filling of vacancies in the Board of Directors;
 - (b) The adoption, amendment or repeal of the Bylaws;
 - (c) The amendment or repeal of any resolution of the Board; and
 - (d) Action on matters committed by the Bylaws or resolution of the Board of Directors, or by law, to another committee of the Board or to the Board of Directors.
- 7.9 At a minimum, the Organization will appoint a Nominating Committee, the responsibility of whose members is to recommend appropriately qualified individuals to the Lancaster County Conservation District Board of Directors for appointment to the Board of Directors of the Organization, as needed to fill vacancies or expand the Board to its full compliment of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

- 8.1 The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances.
- 8.2 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or the President. Notwithstanding the above, except as otherwise directed by the Board, the President, Treasurer or Secretary shall be authorized to sign checks issued in the name of the Organization. No less than two (2) signatures of authorized representatives shall be required to authorize any payments or debts issued in the name of the Organization.
- 8.3 All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, financial institutions, investments or other depositories as the Board of Directors may select from time to time.

- 8.4 The Board of Directors may accept or reject on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization and may set the minimum requirements for a contribution to be acceptable to the Organization, if any.

ARTICLE IX
Books and Records

- 9.1 The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X
Fiscal Year

- 10.1 The fiscal year of the Organization shall end on December 31 each year, or such other day as the Board of Directors may designate from time to time.

ARTICLE XI
Miscellaneous

- 11.1 Whenever any notice whatever is required to be given under the provisions of the Pennsylvania Nonprofit Organization Law of 1988 or under the provisions of the Articles of Incorporation of the Organization or the Bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at the meeting, except for the stated purpose of objecting to the notice, shall be a waiver of notice.
- 11.2 Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or all members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.
- 11.3 Any notice of a meeting required hereunder shall specify the place, day and hour of the meeting. Written notice shall be required for any meeting of the Board or any committee thereof, with written notice including personal contact or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram or by telex or TWX or courier service, charges prepaid, or by telecopier or similar telecommunications system, sent to the address or number appearing on the books of the Organization. When a meeting of directors or a committee thereof is adjourned, notice need not be given of the adjourned meeting, other than by announcement at the meeting at which the adjournment is given.
- 11.4 Use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board of Directors for any meeting of the Board or of a committee.

Any one of the directors shall participate in a meeting of the Board of Directors or of a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

- 11.5 If minutes of the prior meeting are forwarded to the persons entitled thereto with notice of the meeting, whether a meeting of the Board or of a committee of the Board, each director or committee member, shall be presumed to have assented to such minutes unless his objection thereto shall be made to the Secretary at or before the meeting to which the notice applies.
- 11.6 Reference in these Bylaws to the masculine gender shall include the feminine and neuter genders, and vice versa, and references to the singular shall include the plural and vice versa.
- 11.7 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Organization may adopt.

ARTICLE XII Indemnification and Insurance

- 12.1 The Organization shall indemnify any director or officer, and may indemnify any other employee or agent of the Organization against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by any of the aforementioned in connection with the defense or disposition of an action, suit or other proceeding, whether civil or criminal, in which he may be involved or with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith, in the reasonable belief that his action was in the best interest of the Organization; provided, however, that as to any matter disposed of by a compromise payment be such officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Organization, after notice that it involves such indemnification if a majority of the officers then in office are disinterested, but two-thirds of the disinterested officers then in office. The rights of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, employee, or agent may be entitled. As used in the paragraph, the terms "officer," "employee" and "agent" include their respective heirs, executors, administrators, and an "interested party" is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.
- 12.2 It is the policy of this Organization that indemnification of, and advancement of expenses to, directors and officers of this Organization shall be made to the full extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of directors and officers of this Organization effective immediately upon any modification of the Nonprofit Organization Law of 1988 of the Commonwealth of Pennsylvania (the "NCL") which expands or enlarges the power or obligation of

Organizations organized under the NCL to indemnify, or advance expenses to, directors and officers of this Organization.

- 12.5 This Organization shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Organization or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article. The authority granted by this Section 5 shall be exercised by the Board of Directors of this Organization.
- 12.6 The Organization may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Organization, or is or was serving at the request of the Organization as a representative of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization has the power to indemnify such person against such liability under the laws of this or any other state.

ARTICLE XIII **Limitation of Director Monetary Liability**

- 13.1 A director of the Organization shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take any action, unless (1) the director has breached or failed to perform the duties of his or her office under Subchapter B ("Fiduciary Duty") of Chapter 57 of the NCL and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This bylaw shall not apply to the responsibility or liability of a director pursuant to any criminal statute or to the liability of a director for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this Bylaw shall apply to or have any effect on the personal liability for monetary damages of any director of the Organization for, or with respect to, any act or omission of such director occurring prior to such amendment or repeal.

ARTICLE XIV **Conflicts of Interest**

- 14.1 Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board for authorization, approval or ratification shall make a prompt and full disclosure of his/her interest therein prior to Board action thereon. The disclosure shall include any known relevant and material facts which may be adverse to the Organization.

The Board shall determine (by a seventy-five percent (75%) vote) if a conflict of interest exists or can reasonably be construed to exist. If the Board determines a conflict exists,

such conflicted person shall not vote, influence the Board, or participate in Board's discussions or deliberations pertaining to the contract or transaction. The conflicted person, however, may be counted to determine if a quorum is present, may present factual information to the Board, and may respond to direct questions from the Board regarding the contract or transaction.

The minutes of the Board meeting shall state if a quorum was present, state that the person disclosed the potential conflict matters to the Board, that the Board determined whether a conflict of interest existed (if the Board found that a conflict of interest exists, that such determination was made by at least seventy-five percent (75%) of those present and able to vote), and that the conflicted person, if any, restrained from participating in Board deliberations and in voting on such matters.

14.2 Individuals on the Board that are also employed by the Organization or engaged by the Organization as a consultant will:

14.2.1 Be compensated in the capacity as a Board member for justifiable expense related to meetings (mileage, etc.) only;

14.2.2 Remove himself/herself from the voting process when his/her compensation, benefits, and other employment or consulting fees are voted thereon; and

14.2.3 Ensure that all compensation/salaries/consulting fees paid to any employee or consultant of the Organization are reasonable in light of the services rendered and the compensation/salaries/consulting fees paid by similar tax-exempt organizations.

ARTICLE XV Amendments to Bylaws

15.1 These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the affirmative vote of a two-thirds majority of all Directors, with the vote at any regular meeting or at any special meeting, provided that at least five days' written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Article XVI Attachments

16.1 The following documents are referenced in these Bylaws and shall be maintained and filed along with the Bylaws within the principal office of the Organization.
a) Ethics Statement

The undersigned, Secretary of the Conservation Foundation of Lancaster County, a Pennsylvania nonprofit Organization, hereby certifies that this is a complete and accurate copy of the original Bylaws of the Conservation Foundation of Lancaster County.

Dated: Dec 3, 2008

Donald M. Rubin
Chairman