

SOUTHEASTERN PENNSYLVANIA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL AMENDED CONSTITUTION AND BYLAWS

ARTICLE I. NAME AND LOCATION

Section 1.

The name of the organization shall be the Southeastern Pennsylvania (SEPA) Resource Conservation and Development (RC&D) Council, also referred to as Council or Corporation. It encompasses the Pennsylvania Counties of Berks, Bucks, Chester, Delaware, Lehigh, Montgomery, and Northampton.

ARTICLE II. PURPOSE & MISSION

Section 1. The mission of the Southeastern Pennsylvania Resource Conservation and Development Council is to promote conservation and enhancement of natural and community resources.

Section 2. The purpose of the SEPA RC&D Council is:

- a) To develop and carry out the SEPA RC&D Area Plan for the area in accordance with its mission.
- b) To cooperate with organizations and government agencies and assist in carrying out local and regional plans.
- c) To secure the required human, technical and financial resources necessary to implement the SEPA RC&D Area Plan.

These purposes are to be achieved primarily by working collaboratively with and facilitating access to the scientific, technical, educational, financial, and other resources required to implement locally identified and initiated projects that address these concerns.

ARTICLE III. ORGANIZATIONAL STRUCTURES

Section 1. Council

Membership in the Corporation shall be set by the Board of Directors. Members should reside and/or work within the designated boundaries of the SEPA RC&D Council. Membership may be granted to others outside the boundaries at the discretion of the Board of Directors. The Board has the authority to set class and terms, condition of membership, and dues structure by resolution.

- a) Members shall be individuals, organizations, businesses, conservation districts, and government agencies who are dues paying. A member is eligible to serve on the Board, hold office, serve on committees, and have voting rights.

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Section 2. Board of Directors

The Board of Directors shall be composed of fifteen (15) appointed members. Directors must work or reside in the Council Area. Appointments may be granted to others outside the boundaries at the discretion of the Board. No more than three Board Members can be from one county. A county conservation district shall appoint one member per county. The Board shall appoint eight (8) at-large members. The Council Development Committee shall recommend members to the Board for appointment.

- a) Directors shall serve a two-year term. Term of appointment shall begin following the conclusion of the Annual Meeting.

Term Appointment Schedule

1. Board appointments for conservation districts in Berks, Chester, Lehigh, and Northampton Counties shall begin on an odd year.
2. Board appointments for conservation districts in Bucks, Delaware, and Montgomery Counties shall begin on an even year.
3. Board appointments for four at-large members shall begin on an odd year. The remaining four at-large appointments shall begin on an even year.

Board vacancies shall be filled by appointment by the Board until the next Annual Meeting.

The Board of Directors may remove any Board member by an affirmative vote of two thirds of the appointed directors when, in its judgment, the best interests of Council would be served by such removal.

After absence of a board member from three consecutive board meetings, the Board will review and vote to either remove or retain said board member. A majority vote of the board shall be required.

- b) The officers of the Board of Directors shall be: Chairman, Vice-Chairman, Secretary, and Treasurer. Chairman and Vice-Chairman are to be elected from and by the membership of the Board for a one-year term. Chairman and Vice-Chairman term limit shall be not more than two consecutive terms.
- c) The election of officers must be conducted at the Annual Council Meeting. Secretary and Treasurer may be elected or appointed by the Board of Directors. All terms of office shall begin following the conclusion of the Annual Meeting.

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ARTICLE IV DUTIES

Section 1. Duties of the Board of Directors

The Board of Directors will carry out the business of the Southeastern Pennsylvania RC&D Council, based upon the general direction set by the Council. To do this, they may hire and fire RC&D staff, appoint committees and task forces, seek financial assistance, and conduct other duties required for the efficient management of the Council. They shall set the dues annually. They will prepare an annual plan of work, annual budget, and present them at the Annual Council Meeting.

Section 2. Duties of the Officers

- a) Chairman shall be the principle executive officer of the Council and will supervise and manage the business and affairs of the Council. The Chairman will preside at all meetings of the Council. With the attestation of the Secretary, or other proper officer of the Council authorized by the Board of Directors, the Chairman shall sign any deeds, mortgages, bonds, contracts, or other instruments as authorized by and on behalf of the Board of Directors. In general, the Chairman shall perform all duties incident of Chairman and such other duties as may be prescribed by the Board of Directors. Chairman will make committee appointment recommendations to the Board of Directors. The Board will approve appointments by simple majority. The Chairman is responsible for the coordination of the Council's activities with the USDA-NRCS RC&D Coordinator.
- b) Vice Chairman, in the absence of the Chairman, shall perform the duties of the Chairman. When acting as so, the Vice-Chairman shall have the authorization and responsibilities of and be subject to all the restrictions upon the Chairman. The Vice-Chairman also shall perform such other duties as assigned by the Chairman or the Board of Directors.
- c) Treasurer shall be responsible for all the funds and securities of the Council; monies due and payable to the Council; ensure proper deposit of all such monies in the name of the Council in such banks, trust companies, or other depositories as shall be selected in accordance with the provision outlined by the Board of Directors; and in general perform all duties incident to the office of Treasurer and such other duties, relevant to the position, as assigned by the Chairman or the Board of Directors. The SEPA RC&D Council shall provide bond for this position.
- d) Secretary will ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law. Keep a register of the post office address of each member of the Board and Council, which will be furnished to the Secretary by each member. Record and distribute minutes from all Council

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Meetings, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 3. Duties of Committees

The business of the Southeastern Pennsylvania RC&D Council shall be conducted by the following Standing Committees: Audit, Finance, Council Development, Personnel, and Project. At least one member of the Board of Directors will be assigned to each of these committees. All committee appointments are on an annual basis. All Standing Committees must meet at least once a year. Committee Chair will be appointed by the Council Chairman.

- 1) **Audit Committee** shall:
 - A. Ensure the annual audit is prepared according to the level of review necessary to comply with the applicable law;
 - B. Solicit and make auditor recommendations to the Board;
 - C. Review and present the auditor's report to Board for acceptance;
 - D. Recommend any necessary operational changes to the Board based on the auditors report;
 - E. No member of this committee may serve on the Finance Committee.

- 2) **Finance Committee** is responsible for financial matters. This committee's tasks are:
 - A. To assist the Treasurer in preparing and submitting all required state and federal financial reports, as well as providing bi-monthly reports to the Chairman;
 - B. To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations in accordance with Article VII.;
 - C. To report to the board any financial irregularities, concerns, opportunities;
 - D. To recommend financial guidelines to the board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
 - E. To work with staff to design financial reports and ensure that reports are accurate and timely; and
 - F. Recommend investment strategies to the Board and to oversee short and long-term investments.

- 3) **Council Development Committee** will be responsible for:
 - A. Marketing of SEPA RC&D including:
 - (1) Overseeing development of partnerships and the recruitment of all types of new members;
 - (2) Overseeing development and implementation of the Marketing Plan, including identifying potential markets, their needs, how to meet those needs with products/services/programs, and how to promote/sell the programs;

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- (3) Promoting the Council's services to the community, including generating fees for those services; and
 - (4) Representing the organization to the community; enhance the organization's image, including communications with the press;
 - B. Board development including:
 - (1) Preparing priorities for board composition;
 - (2) Recruiting of new Board Members from Council membership;
 - (3) Recommending new board member candidates to the board;
 - (4) Providing annual training for all Board Members;
 - (5) Conducting orientation sessions for new board members and assigning an existing Board member to serve for one year as mentor to a new Board Member;
 - (6) Developing and recommending to Council Chairman a list of nominees for all elected positions;
 - (7) Ensuring effective board processes, structures and roles, committee development, and board evaluation; and
 - (8) To suggest new, non-board individuals for committee membership.
 - C. Fundraising responsibilities are:
 - (1) To identify and solicit funds from external sources of support;
 - (2) To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.;
 - (3) To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.;
 - (4) To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support; and
 - (5) To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.
- 4) **Personnel Committee:**
- A. Will recruit and make employee recommendations to the Board of Directors.
 - B. Will develop and recommend personnel policy guidelines for the Board of Directors.
 - C. Is responsible for supervision, ~~and~~ training, and annual evaluation of employee(s)' performance.
- 5) **Project Committee:**
- A. Review requests for SEPA RC&D assistance
 - B. Develop, implement, monitor and report on the Annual Plan of Work
 - C. Assigns Council Members to lead Plan of Work items.
 - D. Reviews the Area (Strategic) Plan on even years to ensure compliance.

Ad hoc committees and/or task forces may be formed and approved by the Board of Directors at any time they are deemed necessary to undertake specific tasks and/or

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projects. All ad hoc committees and task forces will have a definite assignment and time frame for their existence. The Board of Directors may disband these ad hoc committees when deemed appropriate. Any person residing and/or working within the bounds of the Southeastern Pennsylvania RC&D Council, and others at the discretion of the Board, may serve on these committees. Council Chairman shall appoint ad hoc committee/task force Chair.

ARTICLE V MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Southeastern Pennsylvania RC&D Council membership shall be held in May. The Chairman will conduct the meeting. A quorum of at least fifty one percent of the appointed directors or a maximum of seven (7) members is required.

Section 1.01 *Annual Meeting Purpose.* The purpose of the Annual Meeting is to:

- (a) receive a report on the State of the Area,
- (b) highlight prior year's accomplishments,
- (c) present an end of year financial report,
- (d) present the current budget,
- (e) present the current Plan of Work,
- (f) elect Council members to the Board,
- (g) and elect new Council officers.

Section 2. Council Meetings

Council Meetings will meet bi-monthly at dates and times set by the Board to carry out the business of the Council. A quorum shall be at least fifty one percent of the appointed directors or a maximum seven (7) Directors.

Section 3. Special Meetings

The Chairman shall call Special Meetings of the Council or the Board with concurrence of any four (4) Board Members or any six (6) Council Members. All Board of Directors Members shall be notified as soon as possible of requested meeting. A quorum shall be at least fifty one percent of the appointed directors or a maximum seven (7) Directors.

Section 4. Committee Meetings

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Committees and task forces will meet as frequently as necessary to effectively conduct the business with which they have been charged.

ARTICLE VI RULES

Section 1. Meetings

Agenda will be adopted at the beginning of the meeting and followed. Discussion and idea generating parts of the meetings will be governed by the different methods of encouraging open discussion such as consensus, nominal group techniques and brainstorming. Once a motion is made, however, Robert's Rules of Order will take over and govern at meetings.

Section 2. Elections

Council members interested in serving in an elected position should submit their name to the Council Development Committee 30 days prior to any election. Nominations will be accepted from the floor prior to any election. Election of Council officers will be done by paper ballot. Council Chairman shall conduct the election process except for the election of the Council Chairman. The election of the Council Chairman shall be conducted by someone who is not a nominee.

ARTICLE VII FISCAL ACCOUNTABILITY

Section 1. Fiscal Year

The fiscal year shall be January 1st to December 31st.

Section 2. Budget

An annual budget for the upcoming fiscal year will be prepared by the Finance Committee and presented for approval to the Board of Directors for adoption at the last scheduled meeting of the Board of Directors of the current fiscal year. Operating funds will come from memberships, donations, and grants.

Year-end financial reports shall be presented at the Annual Meeting by the Finance Committee.

Section 3. Contracts

The Board of Directors may authorize any officer, agent or agents of the Council 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 Council and such authority may be general or confined to a specific instance as defined by the Board of Directors.

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Section 4. Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Southeastern Pennsylvania RC&D Council shall be signed by two officers or agents of the Council and in such manner as shall be determined by resolution of the Board. In the absence of such determination by resolution by the Board, such instruments shall be signed by two officers of the Council.

Section 5. Deposits

All funds of the Council shall be deposited in accordance with the Council's financial policies in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6. Gifts

The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, devise, or grant for the general purposes or for any special purpose of the Council.

ARTICLE VIII DUES

The Board of Directors shall set the membership dues for the next fiscal year at the last meeting of the current fiscal year. The Treasurer will bill Council members during the first month of the new fiscal year. Dues must be paid in full prior to voting or holding an elected office.

ARTICLE IX STAFF

The Board of Directors will be responsible for providing guidance to the RC&D Coordinator. Supervision of the Coordinator will be done by the USDA Natural Resource Conservation Service.

The Board of Directors will develop and maintain a personnel policy that includes job descriptions and standards of performance for each employee.

Council staff is under the supervision of the Board of Directors and will carry out their directives. RC&D Coordinator will provide project guidance to Council staff.

ARTICLE X AMENDMENTS

With at least ten (10) days notice, these bylaws may be amended at the Annual Meeting of the Council by a majority of the members present. The amendment(s) must be submitted in resolution form to the members.

ARTICLE XI DISSOLUTION

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If the Southeastern Pennsylvania RC&D Council is dissolved, all funds will be dispersed as set forth in the articles of incorporation.

ARTICLE XII TAX EXEMPT STATUS

Notwithstanding any other provisions of these bylaws, the Council shall not conduct any other activities not permitted to be performed (a) by a corporation exempt from Federal Income tax under Section 501(c)3 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or (b), by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE XIII INDEMNIFICATION

Pursuant to 15 Pa.C.S.A 5713 a director shall not be personally liable, as such, for monetary damages for any action taken.

**LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER
AUTHORIZED REPRESENTATIVES**

Section 8.01. *Limitation of Personal Liability of Director.* A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a) The Director has breached or failed to perform the duties of his office as defined in Section 8.02 below; and
- b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

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 the payment of taxes pursuant to local, state or federal law.

Section 8.02. *Standard of Care and Justifiable Reliance.* (a) A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she believes to be in the best interest of the Corporation, and with such care, including reasonable inquire, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

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- i) One or more Officers or Employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- ii) Consult public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- iii) A Committee of the Board upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, Committees of the Board, and individual Directors may, in considering the best interests of the Corporation, consider the effect of any action upon employees, upon the persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as a Director or any failure to take action shall be presumed to be in the best interests of the Corporation.

Section 8.03. *Indemnification in Third Party Proceedings.* The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner reasonable believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

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Section 8.04. *Indemnification in Derivative Actions.* The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonable incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the Best Interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty in the Corporation unless and only to the extent that the Court of Common Pleas of Bucks County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 8.05. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 8.03 or Section 8.04 above, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 8.06. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Section 8.03 or Section 8.04 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- a) By the Board by a majority vote of the quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 8.07. *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that

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he/she is entitled to be indemnified by the Corporation as authorized in Sections 8.04, 8.05 and 8.06.

Section 8.08. *Indemnification of Former Representative.* Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 8.09. *Insurance.* The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section 8.10. *Reliance on Provisions.* Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by these Bylaws.

Approved by the Southeastern Pennsylvania Resource Conservation and Development Council on May 20, 2009.

Chairman

Secretary

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Revised May 21, 2008
Revised March 28, 2006