

WESTMORELAND WOODLANDS IMPROVEMENT ASSOCIATION BYLAWS

Drafted 1986, revised most recently October 18, 2018

ARTICLE I. ORGANIZATION

Section 1. This organization shall be known as Westmoreland Woodlands Improvement Association, hereinafter known as Association.

ARTICLE II. OBJECTIVES

Section 1. The Association has been organized to provide a forum for those who have an interest in woodlands. Because those interests can be varied and diverse, the Association anticipates and welcomes a broad-based membership.

Section 2. The Association recognizes woodlands as a renewable resource and promotes and encourages proper management of woodlands as a multiple-use resource for timber, water quality and control, wildlife habitat, plant life propagation, recreation, and aesthetics.

It is the purpose of this Association to

- (a) foster better woodland management practices,
- (b) provide a forum for discussion of woodlands-related issues,
- (c) collect and disseminate information to the membership,
- (d) communicate to the public "the outdoor ethic,"
- (e) interface with various government agencies and offices, and
- (f) interface with complementary associations and organizations.

Section 3. The Association shall function as a not-for-profit charitable corporation. All net earnings shall be used to advance the Association's purposes and will never be distributed to, or inure to the benefit of, any individual director, officer or member of the Association.

Section 4. The Association shall not engage in any activities that would disqualify the Association for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and the implementing regulations, as from time to time amended or superseded. Specifically, but not limiting the foregoing, no substantial part or the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office; nor shall it engage in any activities that are unlawful under the laws of the United States or America or the Commonwealth of Pennsylvania or any other jurisdiction where such activities are carried on.

Section 5. In any taxable year in which the Association is a private foundation as described in Internal Revenue Code 509(a), the Association shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code 4942. The Association shall not (a) engage in any act of self-dealing as defined in Internal Revenue Code

4941(d), (b) retain any excess business holdings as defined in Internal Revenue Code 4943 (c), (c) make any investments in such a manner as to subject the Association to tax under Internal Revenue Code 4944 or (d) make any taxable expenditures as defined in Internal Revenue Code 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III. MEMBERSHIP

Section 1. Membership in the Association shall be open to all persons interested in woodlands.

Section 2. The annual dues shall be established by the Board of Directors and approved by a majority vote at the annual meeting.

Section 3. Members shall be entitled to one vote on each issue or candidate to be voted on by the Association.

Section 4. Membership will be on a calendar-year basis beginning January 1 and ending December 31. [REVISED by member vote on October 18, 2018, from "The membership year will begin on the date of the annual business meeting, which will take place in October each year." The revision reinstates the original language, which was in force until October 2010.]

ARTICLE IV. MEETINGS

Section 1. The meeting of the Association for the election of directors and officers (every two years) and for the transaction of other business shall be held at such time and place as determined by the Board of Directors.

Section 2. A minimum of two (2) meetings (either General or Board and excluding the Annual Picnic) of the Association shall be held per calendar year.

Section 3. Special meetings of the general membership may be called by the president at such times as he or she may deem necessary to conduct business of the Association; or upon written request of the majority of the members of the Board of Directors; or upon written request by 15 percent of the members of the Association. Such requests shall state the time, place and objectives of the meeting.

Section 4. Notice of every general and Board meeting shall be sent to the last known address of each member, not less than ten (10) days before such meeting. Such notice shall state the objective(s) thereof and the time and place of the meeting.

Section 5. The members present at a general meeting shall constitute a quorum, provided that at least three Board members are also present.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. The general membership shall elect the members of the Board of Directors and the officers every two years at the annual meeting. [REVISED in October 2010 from "The

general membership shall elect the members of the Board of Directors and the officers annually at the annual meeting.”]

Section 2. One (1) month prior to the annual meeting, the Board of Directors shall appoint a nominating committee of three.

Section 3. The nominating committee shall place in nomination members who are in good standing. The nominating committee shall report its nominations to the Association members at the meeting for biennial elections. Additional nominations may be made from the floor by any member in good standing.

Section 4. The Board of Directors shall consist of no less than six (6) and no more than nine (9) members, four (4) of whom shall be the elected officers.

Section 5. The membership shall elect a president, vice president, secretary, and treasurer every two years at the annual meeting. Election of these officers also shall constitute their appointment to the Board of Directors. These officers will take their positions upon election and shall serve a term of two (2) years. [REVISED in October 2010 from one (1) year].

Section 6. Whenever a vacancy occurs in the board of Directors, other than from the expiration of a term of office, the remaining directors shall appoint a member to fill the vacancy for the period of the unexpired term. An exception shall be upon the vacancy of the president. The vice president shall then fill the office of the president, and a new vice president shall be appointed by the board members.

ARTICLE VI. BOARD MEMBERS

Section 1. Meetings of the Board of Directors shall not be less than two (2) per calendar Year.

Section 2. The business of this Association shall be managed by the Board of Directors.

Section 3. A special meeting of the Board of Directors shall be held whenever called by the president or by a majority of the directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the same, addressed and delivered to the secretary, and shall state the business to be transacted and the time and place of such meeting.

Section 4. Oral or written notice of each meeting of the Board of Directors shall be given each director by or under the supervision of the secretary of the Association no less than 72 hours before the meeting, but such notice may be waived by all the directors. Appearance at a meeting shall constitute a waiver of notice.

Section 5. Three (3) directors present shall constitute a quorum at any meeting of the Board of Directors. The Board of Directors may request that nonmembers or members of the Association serve on the Board of Directors in an advisory capacity. These persons shall be known as associate members of the Board of Directors.

Associate members of the Board shall not have the right to vote in matters of the Association brought before the directors, nor shall they be counted in establishment of a quorum. Any associate member of the Board shall serve on the Board for a term of two (2) years and may be reappointed for any number of terms.

Section 6. A simple majority of the membership present shall be required to pass any motion at any meeting (general or Board).

ARTICLE VII. DUTIES OF DIRECTORS

Section 1. The Board of Directors shall have the general supervision and control of the business and affairs of the Association, beginning at the conclusion of the annual meeting following the election. They shall install an accounting system adequate to the requirements of the business, and it shall be their duty to require the proper records to be kept of all business transactions.

Section 2. The Board of Directors shall have the power to carry out all agreements of the Association with its members in every way advantageous to the Association representing the members collectively.

Section 3. The Board of Directors shall select one or more banks to act as depositories of the funds of the Association and to determine the manner of receiving, depositing, and disbursing the funds of the Association; and the form of checks and the person or persons by whom same shall be signed, with the power to change banks; and the person or persons signing such checks and the forms thereof at will.

Section 4. a) To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on January 27, 1987, or as thereafter amended, permit elimination or limitation of the liability of directors, no director of the association shall be personally liable for monetary damages as such for any action taken, or any failure to take such action, as a director. b) The provisions of this section shall be deemed to be a contract with each director of the Association who serves as such at any time while this section is in effect, and each such director shall be deemed to be so serving in reliance on the provisions of this section. Any amendment or repeal of this section or adoption of any bylaw or provision of the articles of the Association that has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal bylaw or provision.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. The president shall 1) preside over all meetings of the Association and the Board of Directors; 2) provide at each annual meeting of the association an annual report of the work of the association; 3) perform all acts and duties usually performed by an executive presiding officer; and 4) sign all certificates and papers of the Association as he or she may be authorized or directed to sign by the Board of Directors; provided, however, that the Board of Directors may authorize any person to sign any or all checks, contracts and other instruments in writing on behalf of the Association. The president shall prepare a proposed operating annual plan and

present this plan for adoption at the first meeting of the new calendar year.

Section 2. The vice president shall, in the absence of the president, perform the duties of the president, with all the rights, privileges, and powers as if he or she has been duly elected president.

Section 3. The secretary shall keep a complete record of all meetings of the Association and of the Board of Directors and shall have general charge and supervision of the books and records of the Association. The secretary shall sign all certificates and such other papers pertaining to the Association as he or she may be authorized or directed to sign by the Board of Directors. The secretary shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office to members at the annual meeting. The secretary shall be the custodian of the records and seal of the Association. The secretary shall act as secretary of the executive committee. The secretary shall make all reports required by law and shall perform such other duties as may be required by law and shall perform such other duties as required by the Association or the Board of Directors. The secretary shall give and serve all notices to members of this Association and shall submit to all members of the Association minutes for the regular meetings. The secretary shall present to the membership at any meetings any and all communication addressed to him or her as Secretary of the Association since the last meeting of the membership. The secretary shall submit to the Board of Directors any communication addressed to him or her as Secretary of the Association. The secretary shall attend to all correspondence of the Association and shall exercise all advice incident to the office of the secretary.

Upon the election of a successor, the secretary shall turn over to the successor all books and other property belonging to the Association that may be in his or her possession. Compensation for the position of secretary would be determined by the Board of Directors.

Section 4. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; keep or cause to be kept full and accurate accounts and receipts and disbursements of these funds and keep them in his or her care, custody and control; receive and give receipts for monies due and payable to the Association from any source and deposit all such monies in the name of the Association in such banks and trust companies or other depositories as shall be selected in accordance with these bylaws; and shall in general perform all duties incident to the office of the treasurer.

ARTICLE IX. NONDISCRIMINATION

The Officers, Directors, members, employees and persons served by the Association shall be selected or served entirely on a nondiscriminatory basis with respect to age, sex, race, color, political affiliation, religion and national origin. The physically or mentally disadvantaged also shall be selected or served on a nondiscriminatory basis.

ARTICLE X. CONFLICT OF INTEREST

1. The purpose of the conflict of interest article is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private

interest of an officer, director or member of the Association, or might result in a possible excess benefit transaction. This article is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

a. Interested Person. Any Director, Officer, or Member with Board-delegated powers, who has a direct or indirect financial interest as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) an ownership or investment interest in any entity with which the Association has a transaction or arrangement; (2) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction agreement; or (3) a potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the Association is negotiating a transaction or agreement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors decides that a conflict of interest exists.

3. Procedures.

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, officers and members with Board-delegated powers considering the proposed transaction or arrangement.

b. Determining whether a conflict of interest exists. After disclosure of the financial interests and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

c. Procedures for addressing the conflict of interest. (1) An interested person may make a presentation at the Board of Directors, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (2) The chair of the Board shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement. (3) After exercising due diligence, the Board shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the conflict of interest article. (1) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform

the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (2) If, after hearing the member's response and making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of proceedings. The minutes of the Board of Directors shall contain: (1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed; and (2) the names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation. (1) A voting member of the Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation. (2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation. (3) No voting member of the Board of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements. Each Director, Officer, and Member with Board-delegated powers shall annually sign a statement that affirms that such person: (1) has reviewed this article of the bylaws regarding conflicts of interest. (2) has read and understands this article of the bylaws, (3) has agreed to comply with this article of the bylaws, and (4) understands the Association is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

7. Periodic reviews. To ensure that the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

8. Use of outside experts. When conducting the periodic reviews as provided for in 7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing body of its responsibility for ensuring periodic reviews and conducted.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

1. The Association 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, by reason of the fact that such person is or was a Director, officer, employee, committee member or agent of the Association or is or was serving at the request of the Association as a Director, officer, employee, committee member or agent of another Association, partnership joint venture, Association or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act that gave rise to the claim for the indemnification is not determined by a court to have constituted willful misconduct or recklessness.

2. To the extent that a Director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, such a person shall also be indemnified against expenses (including attorneys' fees).

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association pursuant to this Article.

4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue for a person who has ceased to be a Director, officer, employee or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII. DISSOLUTION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 1. It is intended that this Association last into perpetuity, but it may be disbanded or dissolved any time if the Board of Directors, supported by 66% of the members in good standing, vote to dissolve.

Section 2. Upon dissolution of the Association, all of its net assets, if any, shall be distributed exclusively for charitable and educational purposes to one or more organizations selected by the Board that provide for the same or similar objectives as the Association and qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any similar or corresponding law in effect as of the time of dissolution, subject, however, to the laws of the Commonwealth of Pennsylvania. Any assets not so disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction of the county in which the Association is then located to such organizations in Westmoreland County as are selected by the court and are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded.

ARTICLE XIII. AMENDMENTS

Section 1. The Directors may adopt, amend or repeal these Bylaws by a vote of a majority of all votes cast on the adoption, amendment or repeal at any regular or special meeting duly convened for that purpose. Any meeting of Directors for the purpose of amending or repealing these Bylaws shall be preceded by the giving of thirty (30) days' written notice to each Director stating that the purpose or one of the purposes of the meeting is to consider the amendment or repeal of these Bylaws, and such notice shall contain or include a copy of the proposed amendment of repeal or summary of amendment of repeal to be effected hereby. Any amendment to or repeal of the Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the amendment or repeal.

XIV. RULES OF ORDER

Section 1. "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure of the Association.