

By-Laws – Amended and Ratified by the Membership and the Board of Directors effective April 25, 2023~~Updates approved by the Membership on June 9, 2018~~

## **Lancaster County Conservancy Bylaws**

~~Adopted by the Board of Directors 6-5-2012~~

~~Approved by the Membership 6-30-2012~~

~~Amended by the Board of Directors on December 3, 2013~~

~~Approved by the Membership June 7, 2014~~

~~Amended by the Board of Directors on September 2, 2014~~

~~Approved by the Membership June 6, 2015~~

~~Amended by the Board of Directors on September 1, 2015~~

~~Amended by the Board of Directors on November 30, 2015~~

~~Amended by the Board of Directors on May 17, 2016~~

~~Approved by Membership on June 11, 2016~~

~~Amended by the Board of Directors on May 8, 2018~~

~~Approved by the Membership on June 9, 2018~~

~~Amended by the Board of Directors on April 14, 2020~~

~~Approved by the Membership on August 20, 2020~~

### Article I

#### **NAME**

The name of this Organization is LANCASTER COUNTY CONSERVANCY, INC.

### Article II

#### **STATEMENT OF PURPOSE**

**Section 1. Purposes.** The purposes of the Organization as set forth in the Amended Articles of Incorporation are as follows: This Organization 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law).

**Section 2. Mission.** Providing wild and forested lands and clean waterways for our community. *Forever.*

**Section 3. No Gain or Profit.** This Organization does not contemplate pecuniary gain or profit, incident or otherwise, ~~for its members.~~

### Article III

#### **MEMBERSHIP**

~~**Section 1. Qualification of Membership.** Any person who pays annual dues or makes a contribution during the fiscal year shall be eligible for membership, regardless of race, creed, color, disability, sexual orientation, gender, religion, age, or national origin.~~

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~~Such dues structure shall be evaluated and may be revised from time to time by the Board of Directors.~~

~~**Section 2. Qualification to hold Office.** Any Member in good standing shall be eligible to hold office in this Organization as either an officer or a member of the Board of Directors.~~

~~**Section 3. Annual Meeting of the Members.** There shall be an annual meeting of the Members of the Organization at which Directors shall be elected. The time and place of the annual meeting shall be set by the Board of Directors at the first Board meeting of each year. Acts by a majority of Members present and voting at the annual meeting of Members shall constitute acts of the Members.~~

~~**Section 4. Special Meetings of the Members.** Special meetings of the Members may be called by the Board of Directors, Chairperson, or Members representing 10% of the membership in good standing. Acts by a majority of Members present and voting at a duly organized special meeting of Members shall constitute acts of the Members.~~

#### Article III~~V~~

### BOARD OF DIRECTORS

**Section 1. Board of Directors.** The affairs of the Organization shall be managed by a Board of Directors consisting of no more than 21 nor less than 11 people as determined from time to time by the Board of Directors. The Board of Directors shall have the right to adopt such policies and procedures for the operation of the Organization, as it may from time to time deem necessary, desirable or appropriate. Unless otherwise provided by statute, all powers vested by law in the Organization shall be exercised by the Board of Directors. Each Director shall be an individual of at least 21 years of age, who need not be a resident of Pennsylvania.

**Section 2. Election of Directors.** The ~~general membership shall elect the~~ members of the Board of Directors ~~shall elect and fill vacancies on the Board of Directors from the members of the communities served by the Organization without regard to race, creed, color, disability, sexual orientation, gender, religion, age, or national origin .~~ Nominations of Directors shall be made by the Governance Committee ~~or from the floor at the annual meeting~~ ~~of to the~~ Board of Directors in each calendar year ~~Members.~~ Election of Directors shall take place at the May meeting ~~Board Meeting~~annual meeting ~~or other duly organized special meeting~~ of the Board of Directors which shall be the Annual Meeting~~Members.~~ A simple majority vote of the ~~M~~members of the Board of Directors present and voting at any such membership-meeting shall be required to elect a nominee~~Member~~ to the Board of Directors.

**Section 3. Terms of Directors.** The term of office for members of the Board of Directors shall be three years. Terms shall be staggered to ensure continuity on the Board. All terms shall commence when an individual is elected to the Board of

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[Directors with the annual meeting.](#) No Director may serve more than two consecutive full three-year terms. However, a third consecutive term shall be permitted for any member of the Board serving as an Officer during such term. Such member may complete the full third term without serving as an Officer for all three years. In no case shall a Director serve more than three (3) consecutive three year terms, except the Immediate Past Chairperson who continues to serve until the then current Board Chairperson becomes the Immediate Past Chairperson. Any Board member may be reelected after a one-year absence. ~~The exception is Past Chairs who complete two years as Chair and two years as Vice Chair will step aside after these four years of leadership.~~

**Section 4. Vacancies on the Board.** Mid-term vacancies on the Board of Directors and vacancies resulting from an increase in the number of Directors may be filled by a majority vote of the remaining members of the Board. Each person so elected shall be a Director for the remainder of the unexpired term for which he/she was elected after which he/she may serve two consecutive full three year terms subject to the provisions of Article ~~III~~<sup>IV</sup>, Section 3, above. Vacancies shall be filled as soon as practicable.

**Section 5. Election of Directors by the Membership.** Election of Directors shall be by voice vote unless a closed written ballot is requested by any ~~Member~~<sup>Director</sup> present and voting.

**Section 6. Regular Meetings of Directors.** Regular bi-monthly meetings of the Board of Directors shall be held at such time and place as designated by the Chairperson. Proxy voting by Directors is not permitted at regular bi-monthly meetings. Board meetings may be cancelled at the discretion of the Chairperson of the Board.

**Section 7. Special Meetings of Directors.** Special meetings of the Board of Directors may be called by the Chairperson or by two or more Directors, upon notice to all Directors that is reasonable under the circumstances. Time sensitive decisions may be voted upon at such special meeting of the Board of Directors. Under these circumstances, a vote shall be permitted by written absentee ballot, e-mail or other electronic media.

**Section 8. Quorum.** A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business at all meetings. Unless otherwise required by law, a vote of two-thirds of the Directors present at a meeting at which a quorum is present shall be necessary to constitute an act of the Board of Directors.

**Section 9. Annual Meeting of Directors.** An annual meeting of the Board of Directors will be held at [the May meeting of the Board of Directors such time as designated by the Chairperson of the Board](#) ~~The Annual Meeting is~~ for the purpose of electing [members of the Board of Directors and Officers, and amending these Bylaws, and appointing committees.](#)

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**Section 10. Participation in Meetings by Electronic Media.** Members of the Board of Directors and committees may participate in any meeting through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation in a meeting in such a manner constitutes presence in person at such meeting.

**Section 11. Minutes.** The Board of Directors shall keep written minutes which include a record of votes on all motions. Minutes of all meetings shall be distributed to members of the Board before the next regular meeting ~~and shall be made available to Members upon request.~~

**Section 12. Meeting Attendance.** Any Director who, without prior approval of the Board, fails to attend a total of three consecutive meetings of the Board of Directors during any year of his or her term shall be presumed to have offered his or her resignation, which may be accepted at the discretion of the Board.

**Section 13. Removal of Directors.** Unless otherwise provided in the bylaws, any Director may be removed by the Board of Directors whenever in its judgment the interests of the Organization will be best served.

**Section 14. Fiduciary Obligations.** All members of the Board of Directors shall be apprised of the fiduciary obligation of their position and shall be required to annually execute the Organization's conflict of interest statement.

**Section 15. President and Chief Executive Officer.** The Board of Directors shall be responsible for hiring, supervising, evaluating, compensating and terminating the President and Chief Executive Officer (CEO)(see Article VII) consistent with Board policies.

#### Article IV **OFFICERS**

**Section 1. Named Officers.** The officers of this Organization must be members of the Board of Directors. They shall be the Board Chairperson, the Immediate Past Chairperson, a Vice Chairperson, who is designated as the Chair-Elect, a Secretary, a Treasurer, and Standing Committee Chairpersons. The officers shall be chosen after recommendation from the Governance Committee and a formal Board of Directors vote at ~~the May the annual meeting a regularly scheduled or special~~ Board meeting. Officers shall have such duties, responsibilities and authority in the governance of the Organization as may be determined by the Board of Directors.

**Section 2. Terms of Officers.** The term of office for all Chair and Vice Chair officers shall be two years, all other officer terms are renewed annually.

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**Section 3. Vacancies.** In the event that the office of an officer shall become vacant, the remaining members of the Board of Directors shall, as soon as practicable, fill such vacancy for the remainder of the unexpired term.

**Section 4. Removal of Officers.** Unless otherwise provided in the bylaws, any officer may be removed by the Board of Directors whenever in its judgment the interests of the Organization will be best served.

## Article VI STANDING COMMITTEES

**Section 1. Executive Committee.** An Executive Committee which shall be composed of the Board Chairperson, the Vice Chairperson, the Chairperson for Community Impact, Secretary, Treasurer, the Immediate Past Chairperson, and President and CEO. The Immediate Past Chairperson may remain as a member of the Executive Committee until the current Board Chairperson becomes the Immediate Past Chairperson. The primary purpose of this committee is to generally supervise the affairs of the Organization between its regular Board of Directors' meetings and to perform such other duties as the Board of Directors shall specify. The committee shall be subject to the orders of the Board, and none of the acts of the committee shall conflict with actions taken by the Board.

**Section 2. Finance and Audit Committee.** A Finance and Audit Committee which shall be composed of the Treasurer, who shall be the Chairperson of the committee, another Board member, and such other members as deemed necessary or desirable. The primary purpose of this committee is to monitor the Organization's financial records, oversee the development of the annual and long-range budget, oversee receipt of funds and payment of bills, issue financial reports and carry out all other related financial duties as requested by the Board of Directors, including but not limited to, oversight of preparation of the Annual Audit including recommending outside contractors to prepare the audit, providing direction and oversight to outside contractors, reviewing the draft audit, and recommending acceptance of the audit and related documents for approval by the Board of Directors.

**Section 3. Stewardship Committee.** A Stewardship Committee which shall be composed of the Chairperson for Stewardship who shall be appointed by the Board of Directors, another Board member, and such other members as deemed necessary or desirable. The primary purpose of this committee is to oversee preparation and implementation of management plans for all properties owned by the Organization, monitor all properties under the jurisdiction of the Organization, protect and enforce property rights, and carry out all other related programs and activities as requested by the Board of Directors.

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**Section 4. Land Protection Committee.** A Land Protection Committee which shall be composed of the Chairperson for Land Protection who shall be appointed by the Board of Directors, another Board member, and such other members as deemed necessary or desirable. The primary purpose of this committee is to evaluate and recommend potential land protection projects to the Board of Directors, maintain and improve a system of evaluation for possible future land protection and acquisition projects, provide information to the public and to prospective donors of land or conservation easements, and carry out any other projects and activities related to land protection as requested by the Board of Directors.

**Section 5. Community Impact Committee.** A Community Impact Committee which shall be composed of the Chairperson for Community Impact who shall be appointed by the Board of Directors, at least two (2) Board members, and such other members as deemed necessary or desirable. The primary purpose of this committee is to assist the Board of Directors in developing and providing oversight to community engagement strategies including implementing fundraising programs, donor cultivation, marketing and communication, educational and membership initiatives, and growing and managing donors to support operations, capital, and endowment funding needs.

**Section 6. Governance Committee.** The Board Chairperson will annually appoint a Governance Committee composed of a Chairperson for Governance, at least two (2) past Board members, two (2) present Board officers, and up to two (2) at-large Board members. The purposes of this committee are a) to prepare nomination recommendations for new Directors to the Board; b) to recommend officers to the Board of Directors; c) to periodically review and recommend revisions to Board policy; d) to coordinate Board self-assessments as desired; e) to evaluate the performance and composition of the Board in terms of the skills, experience and contributions of the Board members; f) to conduct exit interviews of departing Board members; and g) to facilitate updates in the organizational strategic plan and measure accomplishments based upon the current strategic plan.

**Section 7. Other Committees.** From time to time other committees, standing or special, may be created or dissolved by a vote of the Board of Directors as it may deem necessary, desirable or appropriate to carry on the work of the Organization. The Chairperson shall be a member of each committee, ex officio.

## Article VI PRESIDENT AND CEO

The President and CEO shall be appointed and employed by the Board of Directors and shall serve as the president and chief executive officer of the Organization. The President and CEO's primary functions shall be to a) execute on behalf of the Organization all contracts, deeds, conveyances and other instruments in writing that may be required by the Board of Directors. Any officer signatory as designated by the Board of Directors

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may assist in executing any of the above transactions; b) implement and execute the policies, goals, strategic plan and organizational vision as set forth and approved by the Board of Directors; c) develop and enforce policies and procedures to implement Board actions; and d) hire and discharge all other employees of the Organization in conformance with applicable laws and the Organization’s policies and procedures.

#### Article VIII

### AMENDMENTS TO BYLAWS

**Section 1. Changes in Bylaws.** The Bylaws may be amended by ~~the Members at any duly convened meeting of Members or, to the extent not prohibited by law, by~~ vote of at least two-thirds of the Directors present at a duly convened meeting of Directors (per Article ~~III~~V, Section 8), after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby. ~~Amendments approved by the Board, as provided above, shall be brought before the Members at the next Annual Meeting or other duly announced Members’ meeting for a vote to ratify or change the actions of the Board. In the interim period prior to Members ratification, the organization will operate under the Board amended Bylaws.~~

**Section 2. Notice.** Notice of proposed Amendments to the Bylaws shall be provided to the Board of Directors at least seven (7) days in advance of the meeting at which a vote will be taken. ~~will be given to all voting Members at least 15 days prior to any meeting called for the purpose of amending these Bylaws.~~ In the notice of such meeting, the proposed amendment, repeal, or change, or a brief and concise statement thereof, ~~approved by the Board of Directors,~~ shall be set forth.

**Section 3. Limitation on Amendment.** Notwithstanding anything herein to the contrary, these Bylaws may not be amended to prevent the Organization from qualifying as an exempt organization under sections 170(c) and 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. This section 3 of Article VIII may not be amended without the vote of one hundred percent (100%) of the ~~Directors~~Members present and voting at a meeting at which a quorum is present.

**Section 4. Periodic Review.** The Bylaws shall be periodically reviewed at least every five years by the Board of Directors.

#### Article ~~IX~~VIII

### PERSONAL LIABILITY OF DIRECTORS

**Section 1. General Rule.** A Director of the Organization shall not be personally liable as the Director for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Article ~~VIII~~X are intended to exempt the Directors of the

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Organization from liability for monetary damages to the maximum extent permitted under the law now or hereafter in effect.

**Section 2. Specific Rule on Directors’ Liability.** Without limitation of Section 1 above, a Director of the Organization shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless: (i) the Director has breached or failed to perform the duties of his office under the law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a director from: (i) the responsibility or liability of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

**Section 3. Modification or Repeal.** The provisions of this Section may be modified or repealed in accordance with the procedures for amending these Bylaws; provided, however, that any such modification or repeal shall not have any effect upon the liability of a ~~D~~irector relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

## Article IX

### INDEMNIFICATION

**Section 1. General Rule.** The Organization shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors, and administrators) who was or is a party, witness or participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the Organization) by reason of the fact that he/~~she~~ is or was a director, officer, employee, agent, ~~member~~ or volunteer of the Organization ([altogether referred to herein as “Protected Parties”](#)) and, to the extent covered by insurance, this indemnification may extend to [Protected Parties](#) ~~directors, officers, employees, agents, members or volunteers~~ of the Organization who are or were serving at the written request of the Organization as a director, officer, employee, member, volunteer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys’ fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by ~~said person~~~~him~~ in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case except in accordance with law.

**Section 2. Advance Payment of Expenses.** The Organization may advance all reasonable expenses (including attorneys’ fees, court costs, fees of experts and witnesses, travel expenses and all other similar expenses) incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 1 above upon



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receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the Organization.

**Section 3. No Duplication of Payments.** The Organization shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received or is entitled to receive payment therefor under any insurance policy, contract, agreement or otherwise.

**Section 4. Insurance.** The Organization shall purchase and maintain at its own expense one or more policies of insurance to protect itself and to protect any [and all Protected Parties](#)~~director, officer, employee, agent, member, or volunteer of the Organization or of another Organization, partnership, joint venture, trust or other enterprise~~ against any expense, liability or loss incurred by such person in such capacity, whether or not the Organization would have the authority to indemnify such person against any such expense, liability or loss under this Article or under the laws of the Commonwealth of Pennsylvania.

**Section 5. Indemnification Agreements.** The Organization shall have authority by vote of a majority of the Board of Directors to enter into an Indemnification Agreement with any person who may be indemnified by the Organization pursuant to the provisions of this Article or otherwise. Any such Indemnification Agreement may contain such terms and conditions as a majority of the Board of Directors shall, in the exercise of their discretion, determine to be necessary or appropriate. Such terms and conditions may include provisions for greater or lesser indemnification than provided for in this Article, provisions establishing procedures for the processing or approval of indemnification claims, and other provisions. The fact that the Organization has not entered into an Indemnification Agreement with any person shall not in any way limit the indemnification rights of such person under this Article or otherwise.

**Section 6. Non-Exclusivity.** The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit or proceeding in advance of its final disposition as set forth in this Article shall not be exclusive of any other rights which any person may now have or hereafter acquire under any agreement, or under any applicable law or under the Articles of Incorporation of the Organization, or otherwise.

**Section 7. Survival of Rights.** The Indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a [Protected Party](#)~~director, officer, employee, agent, member, or volunteer of the Organization or of another entity~~, as to any action taken, any failure to take action, or any event which occurred while such person was a director, officer, employee, agent, member, or volunteer of the Organization or of another entity.

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**Section 8. Modification or Repeal.** The provisions of this Article may be modified or repealed in accordance with the procedures for amending these Bylaws; provided, however that any such modification or repeal shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

#### Article XI

### NO PRIVATE INUREMENT

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its ~~Members, trustees, Directors, or~~ 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 the purposes set forth in Article 2 hereof. 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 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 Articles, 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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### Article XII

### PARLIAMENTARY AUTHORITY

**Section 1. Rules or Order.** Roberts Rules of Order will be the authority for all questions of procedure at any meeting of the Conservancy.

**Section 2. Fiscal Year.** The Fiscal Year shall be the calendar year, unless otherwise amended.

#### Article XIII

### DISSOLUTION OF THE CORPORATION

**Section 1. Protection of Assets.** It is further provided that if the Organization is to be dissolved, all assets of the Organization which shall remain after the payment of liabilities shall be transferred to exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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**Section 2. Distribution of Assets.** The Board of Directors desires that all land holdings and easements deeded to the Organization shall be transferred upon dissolution to the Natural Lands Trust or other organization or agency with similar purpose.

#### Article XIII~~V~~

### BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account, minutes of the proceedings of its Committees and the~~Members and~~ Board of Directors according to standards set by accreditation standards. ~~A record giving the names and addresses of the Members entitled to vote shall be kept at the register or principal office.~~ All books and records of the Organization may be inspected ~~by any Members, or their agent or attorney~~ for any proper purpose at any reasonable time. The Treasurer shall cause to have the accounts of the Organization audited annually. (Do we want to tie hands to Accreditation standards in the by-laws?)

#### Article XI~~V~~

### SEAL

The corporate seal of the Organization shall be circular in form within which shall be the words “corporate seal” and “Pennsylvania”, and the year the Organization was formed, surrounded by the words constituting the name of the Organization. The Organization may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.