

CONSTITUTION

ARTICLE I

NAME, VISION, AND MISSION

Section 1. The name of the organization, by agreement of the membership, shall be known as the Moshannon Creek Watershed Association (MCWA).

Section 2. The mission of the Moshannon Creek Watershed Association is to protect the streams in the watershed that have clean water and improve the streams in the watershed that do not. Our long term vision is a Moshannon Creek and tributary streams with clean water and healthy aquatic life consistently found throughout the watershed. The Moshannon Creek Watershed can be improved by reducing or undoing the effects of factors such as abandoned mine drainage (AMD), sewage, illegal dumping and siltation.

Section 3. The mission of the Moshannon Creek Watershed Association can be achieved by engaging in activities such as those listed below. This list is not meant to be all inclusive.

- assessing, monitoring, reclaiming and controlling discharges from areas of the Watershed affected by AMD.
- promoting wise use and management of natural resources in the Watershed, especially when interacting with property owners about issues which affect the water quality of Moshannon Creek and its tributary streams.
- protecting and enhancing open space and natural areas in the Watershed and providing opportunities for the enjoyment of these natural areas.
- promoting awareness and appreciation of environmental issues through education, so that the community can make sound choices for a sustainable, ecologically healthy future.
- organizing exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations as currently defined under section 501(c)(3) of the Internal Revenue Code.
- establishing environmental education and monitoring programs, both for adults and students.

ARTICLE II

MEMBERSHIP

Section 1. The members of the Association shall consist of the members of the Board of Directors (Board) and such other persons, firms, and corporations as shall pay dues fixed by the

Board. The members of the Association shall elect the members of the Board after the initial startup process provided for herein. Each member of the Association shall have one vote on every matter that comes before the members, and no members shall be entitled to accumulate or proxy his/her votes for any purpose.

Section 2. There shall be a minimum annual membership dues requirement as determined by the Board of Directors. The Board shall set the various classes of members and appropriate annual requirements for each class.

ARTICLE III

OFFICES

Section 1. Offices shall include: President, Vice President, Treasurer, and Secretary.

Section 2. Officers shall be elected at the Annual Meeting by the membership. Nominees for the offices of President, Vice President, Treasurer, and Secretary shall be members of the organization in good standing. In addition, when possible, nominees for the office of President shall have served at least one term as an officer or member of the Board of Directors of the organization. Elected officers will have a one year term. At the first annual meeting of the organization, the term of office will begin immediately after the election. For all subsequent elections, the term of newly elected officers and directors will begin at the next monthly meeting after the annual meeting.

Section 3. The duties of the elected officers are as described below.

Board Chair/President:

The President and Chair shall serve as the lead volunteer and as a role model for exceptional board member behavior. This person is responsible for ensuring the organization's mission and vision are being accomplished in good faith efforts by the board and should effectively and efficiently delegate tasks and responsibilities to other board members toward this end goal. This person shall maintain, regularly update, and hold the board accountable for promoting and accomplishing tasks toward achieving the organization's mission and vision. This person shall be responsible for preparing the agenda and overseeing organized and productive board meetings.

Vice-Chair/President Elect:

The Vice-President and Vice-Chair shall serve as a role model for exceptional board member behavior, as well as serve as the board's Chair-Elect. This person shall chair any full board meeting in the absence of the Board President/Chair. This person shall assume responsibilities for special assignments, such as ad hoc committees or special, temporary committees that would oversee review and revision of by-laws or other similar activities. It is recommended,

although not mandatory, that the Vice-President/Vice-Chair serves as a chair to one of the board's regular, established committees.

Secretary

The Secretary shall serve as a role model for exceptional board member behavior and maintain all board records to ensure their accuracy. This person shall record the minutes of regular and board meetings to focus on actions taken, as well as board members and other members in attendance, date and time of meeting, and other pertinent information. This person shall forward the draft minutes to the board within one week of the date of the meeting, and shall make the final approved minutes available to others (via www.moshannoncreek.org). This person shall provide notice of board meetings when such notice is required, and shall forward important information to the board as deemed appropriate by the President/Chair. This person shall also be responsible for picking up mail at the post office on a regular basis, recording and sending memberships to the Outreach and Membership Committee, and sending membership money to the Treasurer.

Treasurer

The treasurer shall serve as a role model for exceptional board member behavior. This person shall understand financial accounting for nonprofit organizations and is responsible for the timely payment of all bills. This person shall maintain checking and savings accounts, submit quarterly and annual financial reports to the Finance Committee and President/Chair, and serve as a member of the Finance Committee.

ARTICLE IV

BOARD OF DIRECTORS

The Board shall consist of all four (4) officers, the immediate Past-President (when possible), and not less than two (2) members or more than four (4) members selected at-large. Members at-large will be elected to fill three (3) year terms. The immediate Past-President board position will be a one year term and may be repeated. When an immediate Past-President is not available, this board term may be filled by a former office holder of another elected office. At the first annual meeting of the organization, the term of office for directors will begin immediately after the election. For all subsequent elections, the term of newly elected directors will begin at the next monthly meeting after the annual meeting.

ARTICLE V

MEETINGS

There shall be an Annual Meeting in which officers are elected. Regular meetings of the membership will be held monthly. Special meetings may be called by the President or any five (5) members. The Secretary shall ensure that written notice of such special meetings is sent to each member or announced in the Moshannon Creek Watershed Association Facebook page at least ten (10) days prior to the meeting. The business transacted at said meeting shall be confined to the purpose stated in the notice.

ARTICLE VI

QUORUM

A quorum for a membership meeting should consist of a minimum of one half of the Board of Directors and the members present.

ARTICLE VII

AMENDMENTS

The Constitution may be amended at any regular meeting by a 2/3 vote of those members present, provided amendment has been submitted in writing at least one meeting prior to the vote.

ARTICLE VIII

START-UP PROCESS

Founders Eric Skrivseth and/or Eric Rosengrant shall preside at a regular, pre-announced meeting where the constitution and by-laws will be voted upon by the membership. Upon approval of the constitution and by-laws by the membership, founders Eric Skrivseth and Eric Rosengrant will become an officer search committee to develop a list of officer and board member candidates for the Moshannon Creek Watershed Association. Once the list of officer and board member candidates is finalized, it will be presented to the members and voted upon at a subsequent meeting. Business decisions for the organization that must be made in the start-up process will be kept to a minimum and decided by a majority vote of the membership present at a regular or announced special meeting.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. The members of the Association are those persons and corporations who have paid membership dues and enrolled as a member for the relevant annual period. This clause takes effect after the Association has incorporated and can open a bank account.

Section 2. Every candidate for election to membership shall sign an application requesting that his or her name be considered. Submission of an application and payment of dues shall constitute election to the general membership.

Section 3. The Association will initially have five general membership categories.: (A) Individual (B) Family (C) Other/Honorary (D) Life Member (E) Business/Organization Member. Dues amounts for the different membership categories will be determined by the board prior to the beginning of the membership renewal period, or as otherwise determined by the board.

Section 4. Each of the above categories shall entitle the membership holder to one vote at meetings. Honorary Memberships can be bestowed by action of the Board of Directors.

Section 5. Any member of the Association who violates the By-laws, or is charged with conduct unbecoming a good citizen or member, shall be given thirty days' notice of a hearing before the Board. If, by a majority vote of the Board, the member is found guilty, he/she may be suspended or his/her membership terminated by appropriate action of the Board. Membership which has been terminated by such proceedings may only be restored by a majority vote of the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 1. At large members of the Board shall be elected at the Annual Meeting of the Association to serve for a period of three (3) years, or until their successors shall qualify. Elected officers shall be board members during the term of their office. All members of the Board shall be or become members of the Coalition.

Section 2. Following the adoption of these By-Laws, the Board shall, Section 1 of this article notwithstanding, classify its at large board members into three groups as follows: one-third of the members of at large members of the Board who shall serve for a term of one year, or until their successors are duly elected and qualified; one-third who shall serve for a term of two years; and one-third for a term of three years. Elected officers shall be board members during the term of their office. In the event of an increase or decrease in the number of Directors, the term of any new Director shall be established by lot or otherwise, in order that as far as possible the terms of one third of the at large members of the board shall expire each year. Then at each subsequent Annual Meeting, one-third of the at-large board members shall be elected to serve for a period of three years, or until their successors are duly elected and qualified. Directors may succeed themselves.

Section 3. Any vacancies due to removal, resignation, death or otherwise of an officer or board member shall be appointed by the majority of the members of the Board for the unexpired term.

Section 4. The Board shall have full authority to act for the Association in all matters during the intervals between Regular Meetings.

Section 5. The Board shall have the power to hold their meetings at any place within the Commonwealth of Pennsylvania, and shall meet at the call of the President or any three members of the Board. Notice of such meetings shall be announced on the MCWA Facebook page ten days prior to the date of the meeting.

Section 6. A quorum at any advertised Board meeting shall consist of at least 50% of the existing board members and officers, and a majority of those present shall decide any questions that may come before the meeting.

Section 7. The Board shall have the right, by an affirmative vote of 2/3 of the Directors, to remove any member of the Board for just cause.

Section 8. The Board shall have control of the property and activities of the Association. The Board shall have the power to employ agents, workmen, and other employees to carry on the activities of the Association.

ARTICLE IV

COMMITTEES

Section 1. The standing committees of the organization are: Finance, Outreach and Membership, and Restoration. The President shall appoint such other committees, including a Nominating Committee, as shall be deemed necessary for the efficient operation of the Association.

Section 2. All Standing Committees shall have at least one (1) Director as members. Other members may be appointed or recruited as needed by each committee from either the Board or the general membership

Section 3. All Standing Committees must keep accurate minutes of their meetings.

Section 4. All Standing Committees must report to the Board at the Monthly Meeting their activities for review and approval purposes.

Section 5. **Finance Committee.** The Finance Committee oversees the financial planning and management of the organization by ensuring that all fiscal aspects of operations are in order. Core duties of the Finance Committee shall include the following:

- Monitor that adequate funds are available for the organization to accomplish its mission.
- Safeguard organizational assets.
- Draft organizational fiscal policies.

- Anticipate financial problems.
- Ensure that the board receives accurate and complete information.
- Help the rest of the board understand financial statements and the general financial situation of the organization.
- Ensure that federal, state, and local reporting takes place.
- Ensure that proper reporting occurs as required for grants secured by the Restoration Committee.
- Oversee an annual audit.
- Sustain the committee itself.

Section 6. Outreach and Membership Committee. The Outreach and Membership Committee is responsible for generating publicity, as well as for maintaining and soliciting membership. Core duties of the Outreach and Membership Committee shall include the following:

- Write quarterly articles for release to the local media and for posting on www.moshannoncreek.org
- Write press releases for upcoming projects to solicit volunteer participation and advertise in other media outlets as appropriate
- Write the newsletter at a publishing interval decided by the board.
- Maintain www.moshannoncreek.org website and post regularly on the MCWA Facebook page.
- Plan activities for annual meeting.
- Maintain an electronic membership list.
- Generate thank-you letters to new members.
- Sustain the committee itself.

Section 7. Restoration Committee. The Restoration Committee is responsible for planning, coordinating, fundraising, and implementing abandoned mine drainage (AMD) and other watershed restoration projects. Projects that benefit water quality shall include, but are not

limited to, AMD passive treatment systems, abandoned mine land reclamation and revegetation, coal refuse removal, riparian buffer plantings, and streambank stabilization. Core duties of the Restoration Committee shall include the following:

- Plan, coordinate, fundraise, and implement restoration projects
- Ensure that all projects are implemented with proper landowner permission and permits
- Ensure that all reporting requirements are satisfactorily met for grants and keep the Finance Committee apprised of all pending and awarded grants
- Ensure the proper maintenance and upkeep of all completed projects, including the inspection of completed projects on an annual basis and adherence to operation & maintenance plans
- Hold Restoration Committee meetings on at least a semi-annual basis, to coordinate and maintain partnerships with other agencies and organizations as appropriate.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the Association shall be held after the first year in January of each year, at such place as the board may select. At least ten day's written notice shall be announced on the Moshannon Creek Watershed Association Facebook page.

Starting in 2026, the Annual Meeting of the Association shall be held in May. All MCWA officers and directors holding offices in January 2026 will have their term of office extended by four months for their current term only in order to facilitate this change of annual meeting date.

Section 2. Special Meetings of the Association shall be held at a place and on a date and hour to be fixed by the President or the Board, and at least ten days' written notice shall be announced on the Moshannon Creek Watershed Association Facebook page prior to these meetings.

Section 3. Regular Meetings shall be held at a place and on a date and hour to be fixed by the President of the Board.

Section 4. A Special meeting of the Association may be called by the President upon receiving a notice or request from (5) or more members requesting such meeting and stating the purpose thereof.

Section 5. On-Location (Field) Meetings may be held as needed for investigating purposes with no official decisions being made.

Section 6. After the first year, newly elected officers assume their duties at the next Regular Monthly Meeting. During the first year, officers assume their duties upon election.

ARTICLE VI

FINANCE

Section 1. Fiscal year. The fiscal year of the Association shall extend from January 1 of a given calendar year to December 31 of the same calendar year.

Section 2. Execution of Documents. The President of the Association may sign and execute in the name of the Association all authorized deeds, mortgages, bonds, contracts, and other instruments; provided such action has been previously approved by the Board of Directors.

Section 3. Instruments of Indebtedness. All checks, drafts, notes, and other obligations issued in the name of the Association shall be signed by an officer and the Treasurer. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes clause hereof. No substantial part of the activities of the organization shall be carrying on 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. Authority of Hold Property. The Board of Directors shall have the authority to serve as a Board of Trustees to administer, manage, and hold title in the name of the Association to real estate, securities, and trust funds.

Section 5. Annual Financial Report. The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the proceeding year. Such statements shall be provided

to the membership at the Annual Meeting. The Treasurer shall report on the financial status of the organization at the regular monthly meetings.

Section 6. Dissolution. In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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.

Section 7. Members of the Board of Directors shall be covered by Errors and Omissions Insurance and surety bonded at the expense of the Association. Directors and Officers shall be covered by Errors and Omissions Insurance, along with fidelity bonding of the Treasurer.

ARTICLE VII

AMENDMENTS

These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Directors at any meeting. All Directors, however, shall have received written notice of any and all proposed changes to the By-Laws at least two weeks prior to the date such changes are to be voted upon. The regular membership shall be notified in writing either via email or on the Moshannon Creek Watershed Association Facebook page about pending by-laws changes and changes that have been approved by the board.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Robert's Rule of Parliamentary Procedures shall be the Parliamentary Authority of this Association, subject to special rules, which have been or shall be adopted.

ARTICLE IX

NON-DISCRIMINATION CLAUSE

The Moshannon Creek Watershed Association is committed to the policy that all persons shall have equal access to programs, facilities, and admission without regard to personal characteristics not related to ability, performance, or qualifications as determined by the Associations policy or by state or federal authorities. The Moshannon Creek Watershed Association does not discriminate against any person because of age, ancestry, color, disability,

religion, sex, sexual orientation, or veteran status. The Moshannon Creek Watershed Association is committed to affirmative action, equal opportunity, and the diversity of its workforce.