

BYLAWS

FRIENDS OF RAYSTOWN LAKE – 501(c)(3)

ARTICLE 1 – NAMES AND OFFICES

The name of this organization shall be Friends of Raystown Lake (FRL). The principle office of the Corporation shall be in Huntingdon County, Pennsylvania.

ARTICLE II – PURPOSE

The purposes for which the corporation is formed are: to receive and maintain a fund or funds, real or personal property, or both, and subject to the restrictions and limitations herein set forth, to use and apply all or any part of the income there from and the principal thereof exclusively to support the responsible operation, management, preservation, development and conservation of Raystown Lake, a property owned by the United States of America and administered by the U.S. Army Corps of Engineers; to further public education, public research programs, public awareness, public interest in and public appreciation for the history, ecology, environment and recreational aspects of the Raystown Lake project; to sponsor affiliate organizations to facilitate these purposes; and to engage in any other related activity as may be desirable or required to fill the purposes or objectives of the corporation; and, in general, to exercise any power for which a non-profit corporation organized under the applicable provisions of the laws of Pennsylvania for scientific, educational, and charitable purposes, for the direct benefit of the Raystown Lake Project, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

This corporation shall further have all the purposes enumerated in and limited by the articles of incorporation which shall be interpreted as the full and complete statement of purposes of this organization.

ARTICLE III – MEMBERS

SECTION 1 – ELIGIBILITY. Membership is open to anyone interested in promoting the purposes of the corporation.

SECTION 2 – Classes of membership will be determined by the Board of Directors as deemed necessary.

SECTION 3 – DUES. The Board of Directors may establish membership fees as it deems appropriate for the functioning of the corporation.

ARTICLE IV – OFFICERS AND DUTIES

SECTION 1- OFFICERS. The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional positions, including Ex-Officio Members of the Board of Directors, as it deems appropriate for the functioning of the corporation.

SECTION 2- DUTIES.

- A. **PRESIDENT.** The President shall preside at all meetings of the Board of Directors, and general membership. He/She shall have and exercise general charge and supervision of the affairs of the organization and shall appoint committee chairpersons and committee members for standing or special committees. The President shall do and perform such other duties as may be assigned to him/her by the Board of Directors. He/She may sign, with the counter-signature of the secretary, in the name of and on behalf of the corporation, any contract, resolutions, agreements or other papers authorized by the Board of Directors. He/She shall be a member of the Board of Directors and elected by the Board of Directors.
- B. **VICE PRESIDENT.** At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties of the President. He/She shall work with and advise the President and other officers and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The Vice President shall be a member of the Board of Directors and elected by the Board of Directors.
- C. **SECRETARY.** The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He/She shall attend and keep the minutes of all the meetings of the Board of Directors showing the addresses last supplied to him/her by such members, and such books shall be open for inspection as prescribed by Law. He/She may sign, with the countersignature of the President, in the name and on general, perform and /or oversee all the duties incident to the Office of Secretary, subject to the control of the Board of Directors. He/She shall be a member of the Board and elected by the Board of Directors.
- D. **TREASURER.** The treasurer shall coordinate the deposit and expenditure of funds of the Corporation with the designated fiscal agent. The treasurer, or fiscal agent, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accounting to the Directors as directed by the Board of Directors and will provide the records for a yearly audit of the Corporation's financial status. The treasurer will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. He/She shall be a member of the Board and elected by the Board of Directors.

SECTION 3 – TERMS OF OFFICE AND LIMITS ON TENURE.

- A. **PRESIDENT.** The term of office of the President shall be one year, and he/she may succeed himself/herself.
- B. **VICE PRESIDENT.** The term of office of the Vice President shall be one year, and he/she may succeed himself/herself.

- C. SECRETARY. The term of office of the Secretary shall be one year, and he/she may succeed himself/herself.
- D. TREASURER. The term of office of the Treasurer shall be one year, and he/she may succeed himself/herself.

SECTION 4 – REMOVAL FROM OFFICE. Removal of an officer or director shall be pursuant to criteria and procedures established by the Board of Directors. The officer or director proposed for removal shall be given at least thirty (30) days written notice and an opportunity to be heard on the issue.

SECTION 5 – VACANCIES.

- A. OFFICE OF PRESIDENT AND VICE PRESIDENT. In the event that the office of President becomes vacant for any cause, the Vice President shall assume that office until the Board of Directors selects a successor, by majority vote of those present at a meeting called in writing at least ten (10) days in advance. In the event of a vacancy in the office of the Presidency thereafter, and prior to the election of a new Vice President, the Secretary shall assume that office until the next called election.
- B. OTHER OFFICERS. In the event any other office of the Corporation becomes vacant for any cause, a majority of the vote of the Board of Directors then serving, although not less than a majority of elected directors, may elect an officer to fill such a vacancy, and the officer so elected shall hold office and serve until the election of his successor as provided in these bylaws.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 – COMPOSITION OF BOARD OF DIRECTORS. There shall be twelve (12) Directors. The affairs and business of the corporation shall be directed by a Board of Directors. All directors shall be elected or designated to hold office for a three-year period, provided that such three (3) year terms are staggered and that each group of three (3) year staggered terms have an equal number of directors, except as herein otherwise provided for filling vacancies, a selection committee appointed by the President of at least two directors shall initially assign terms where appropriate to achieve a balanced rotation.

SECTION 2 – QUORUM. At all formally called meetings of Board of Directors, a majority of all the directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the event that a quorum is not physically present at a meeting, a vote may be ascertained by electronic means after review of the motion and discussion notes pertaining to the motion. All elected directors shall be included in the electronic discussions and asynchronous electronic discussions must be open for a minimum of forty-eight hours which must encompass two business days before the question can be called to close discussion and move to a vote. This rule does not apply to synchronous electronic discussion. In the event a director does not respond, it will be recorded as an absence.

SECTION 3 – COMMITTEES. The Board of Directors may by resolution charter committees to carry out board policy or direction such committees shall have such names as may be determined by the board or president.

- A. Committee Charters shall be descriptive of the goals and objectives of the committee, committee structure, members, reporting relationship, decision making authority, and any other aspect as may be determined by the full board.

SECTION 4 – STANDING COMMITTEES. Standing committees shall be designated and chartered by a formal vote of the Board of Directors at any regularly scheduled meeting.

- A. Standing Committees are:

- Public Land Cooperative Arrangements Committee
- Personnel Committee
- Audit Committee
- Finance Committee

- B. Standing Committee operating rules:

- All committee actions will follow Robert's Rules of Order. Committee members are appointed by the President, confirmed by the Board, and must be members in good standing of the FRL. Only committee members are allowed to vote in committee meetings.

- SECTION 5: VACANCY OF BOARD MEMBER In the event any board member seat of the Corporation becomes vacant for any cause, a majority of the vote of the Board of Directors then serving, although not less than a majority of elected directors, may elect a new director to fill such a vacancy, and the member so elected shall hold directorship and serve until the conclusion of that term.

ARTICLE VI – ELECTIONS

SECTION 1 – BOARD OF DIRECTORS. The election of Directors shall be by the members at the annual meeting of the members. A selection committee, appointed by the President, shall present a slate for nomination. Additional nominations may be made from the floor.

SECTION 2 – OFFICERS. The officers shall be elected by the Board of Directors at the first meeting following the annual meeting.

SECTION 3 – MAJORITY VOTE FOR ELECTION. The election of directors and officers shall be held at the Annual Meeting by voice, hand or written ballot at the discretion of the President and in accord with Roberts Rules of Order, newly revised. To be elected, a candidate for the board must receive a majority of votes cast for the position by those members present and voting. In the event of a tie, additional round(s) of balloting for the tie only shall be held until the tie is broken.

ARTICLE VII – MEETINGS

SECTION 1 – ANNUAL MEETING. The annual meeting shall be held once a year on a day, time and place duly designated by the Board of Directors. For the purpose of electing directors to succeed those whose terms shall have expired and for the purpose of the transacting other corporate business as may come before the members. Minimum thirty day notification, by appropriate means, shall be made to all members.

SECTION 2 – SPECIAL MEETINGS. Special meetings of the members may be called at any time for any purpose or purposes by the President or by a majority of the Board of Directors.

SECTION 3- BOARD OF DIRECTORS MEETINGS. The board shall meet periodically in order to carry out the business of the FRL. This requires a ten day notice to all board members. Meetings may be held in person or by synchronous electronic means.

SECTION 4- EXECUTIVE SESSIONS. A private executive session of the board may be called by the President, Vice President, or chairperson of the Personnel Committee for an emergency situation.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall be from October 1 through September 30.

ARTICLE IX EMPLOYEES

SECTION 1 - EMPLOYEES. The Board is authorized to hire based on the organizational chart approved, and terminate employees at the will of the majority of the board.

The Board will designate one employee as the manager of the employees. The manager will report directly to the Board of Directors. The manager will also be given the authority to make temporary and probational employees based on the organizational chart approved by the Board. The manager may also terminate temporary employees. Probational employees after satisfying the probationary period must be approved by the Board of Directors. These actions will be reported to the Board of Directors at the next meeting.

All employees are responsible for operating within the policy and budget approved by the Board of Directors.

All individual personnel matters will only be discussed face-to-face in private executive session of the Board of Directors.

The FRL is an Equal Opportunity Employer and will abide by all federal, state and local laws and regulations.

ARTICLE -X – AMENDMENTS TO BYLAWS

The Board of Directors shall have the power and authority to amend, alter, or repeal these bylaws or any provision thereof and may from time to time make additional bylaws. Such changes shall be given a thirty (30) day notice to the membership and reviewed at the next regularly scheduled board meeting and then approved by majority vote of the Board of Directors at the following regularly scheduled meeting.

ARTICLE XI – EXEMPT ACTIVITIES

Notwithstanding and other provision of these bylaws, no member, director, employee, or representative of this corporation shall take any actions or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (C) (3) of the internal revenue code of 1986 (or internal revenue law) and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII – POLICIES

Conflict of Interest and Whistleblower policies and any other policies required by the Board must be signed annually by the Board of Directors at the February meeting.

ARTICLE XIII – HEADQUARTERS

The principal address of the corporation is P.O. BOX 87 Hesston, Huntingdon County, Pennsylvania 16647-0087. Officers of the corporation will conduct business at meeting locations in proximity of Raystown Lake, State of Pennsylvania.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Robert's Rule of Order, newly revised shall be the parliamentary authority for all matters of procedure not specifically covered by the certificate of incorporation and the bylaws of the Friends of Raystown Lake.

ARTICLE XV – BANK ACCOUNTS AND LOANS

SECTION 1 – BANK ACCOUNTS. Such officers or agents of the corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the corporation so deposited in

any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocations of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the corporation are deposited, the signature of the officers or agents of the corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom check, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the secretary or treasurer of the Corporation.

SECTION 2 – LOANS. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate and ad security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition to substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, rights and interest of any kind in or to stocks or bonds, certificates of such rights or interest, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the corporation and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the corporation on such terms, and with such provisions as to the security or sale of disposition thereof as such officers or agents shall deem proper, and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank. Trust Company, institution, corporations, firm or person so designated the signatures of the officers or agents so authorized and each such bank, trust company, institution, corporation, firm of person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

CERTIFICATION

The undersigned officer of the Friends of Raystown Lake (the organization) hereby certifies that the bylaws of the organization as adopted by the Board of Directors, and that the same are in full force as the date hereof.

FRL President: _____ FRL Secretary: _____

Date: _____ Date: _____

Revised: February 2012

Accepted: March 2012

GLOSSARY OF TERMS:

Asynchronous discussion is held primarily electronically, but not at the same time and all board members must have the opportunity to view all discussion. All discussion must be recorded for all to have the opportunity to review. Any comments will be made part of the written record. Discussion notes have to be taken at the physical meeting and a vote can only be called after a quorum becomes available (minimum of 48 hours after the posting of the motion and discussion notes). The directors present are considered part of the quorum and a vote may be called after the expiration of the 48 hours. If a vote does not occur, or there are not enough directors participating to constitute the quorum, this will be considered unfinished business at the next regularly scheduled meeting.

Business days considered to be Monday through Friday, excluding federal and state holidays.

Member is considered to be paid (annual dues paid with the past twelve months) and in good standing.

Synchronous meetings are held with everyone present either electronically and/or face to face that allows board members to engage in discussion in “real time”.