

# **Spring Mills Fish and Game Association**

# **Bylaws**

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# Bylaws of Spring Mills Fish and Game Association

## PREAMBLE

Due to the actions of its incorporators (Franklin W. Musser, Eugene A. Heckman, Miles H. Lingle, George R. Slack, Adam T. Long, Lester R. Zettle, and B. G. Meyer) who satisfied all legal requirements of the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1933 (now repealed), the Honorable Ivan Walker, President Judge, Court of Common Pleas, Centre County, Pennsylvania, at No. 76 May Term, 1951, on April 2, 1951 issued a Decree and Order approving the Articles of Incorporation of Spring Mills Fish and Game Association and ordering that Spring Mills Fish and Game Association shall be a body politic and corporate in deed and in law, which shall exist perpetually as a nonprofit corporation, pursuant to and subject to all applicable laws. Since its beginning, the Spring Mills Fish and Game Association has operated continuously to further its nonprofit purposes while accommodating inevitable changes and challenges throughout its history. In accord with its legal obligations as a nonprofit corporation, these Bylaws of Spring Mills Fish and Game Association are subject to, and governed by the provisions of the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1988, as amended and as may be amended from time to time (herein referred to as “Nonprofit Corporation Law of 1988”). In the event of a direct conflict between the provisions contained in these Bylaws and the mandatory provisions of the Nonprofit Corporation Law of 1988, the mandatory provisions of the Nonprofit Corporation Law of 1988 control. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Spring Mills Fish and Game Association, the provisions of these Bylaws control, unless otherwise finally determined by a court of competent jurisdiction to be prohibited.

## ARTICLE 1 – NAME

Section 1. The legal name of this nonprofit corporation is Spring Mills Fish and Game Association (herein sometimes referred to as “Association”).

## ARTICLE 2 – PRINCIPAL OFFICE

Section 1. The principal office of the Association is located at 183 Penns Creek Road, Spring Mills, Pennsylvania 16875, located in Gregg Township, Centre County, Commonwealth of Pennsylvania, United States of America.

Section 2. The Association may have other offices at locations within the Commonwealth of Pennsylvania as the Board of Directors may determine or deem necessary for the best interests of the Association, or as Association affairs may require from time to time.

### **ARTICLE 3 – NONPROFIT PURPOSES**

**Section 1.** **Purposes.** The Association is organized as a nonprofit organization pursuant to the laws of the Commonwealth of Pennsylvania and the United States of America in order to fulfill the following purposes:

- (A) To promote the pleasure, recreation, and social contacts of its members, including without limitation the benefits of accessing, using, and experiencing the Association's natural resources and its social and recreational facilities;
- (B) To promote good sportsmanship in all Association activities, to facilitate programs involving individuals, teams, adults, and youth, and to develop lasting cooperation and good will between the Association and the community at-large;
- (C) To promote conservation and stewardship of the environment and natural resources for the perpetual enjoyment of current and future generations;
- (D) To promote all lawful sport with rod, gun, bow, and other lawfully permitted instruments, and to provide opportunities for educational, safety, and training programs for shooting, archery, hunting, fishing, trapping and other outdoor recreational activities;
- (E) To assist fish and game authorities, law enforcement personnel, sportsmen, farmers, and the community at-large in conserving, protecting, and propagating fish, game, and wildlife habitat; and
- (F) To maintain clubhouses, structures, facilities, equipment, lands, waterways, natural resources, and other property, to acquire, develop, manage, maintain, and improve real estate, waterways, and personal property as may be determined to be in the best interests of the Association in the furtherance of its nonprofit purposes, and to finance Association business by any lawful financial means appropriate under the circumstances.

**Section 2.** The Association must continue operating exclusively for the lawful purposes permitted under applicable law, and must not act so as to impair its eligibility for exemption under the applicable provisions of IRS Publication 557 Section 501(c)(7) Organization of the Internal Revenue Code of 1986, as amended, or as may be repealed and replaced by any future federal tax code (herein collectively referred to as "Code").

**Section 3.** The Association has been formed for the purpose of performing all things incidental or appropriate to the purposes set forth in or reasonably inferred from the provisions of these Bylaws. However, the Association must not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of its nonprofit purposes.

**Section 4.** The Association holds and may exercise all powers conferred upon any nonprofit corporation under the laws of the Commonwealth of Pennsylvania, including without limitation those powers deemed necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. The Association must not, under any circumstances, participate in any activity that has been determined to be an impermissible or an unlawful activity of a nonprofit corporation exempt under the Code.

## **ARTICLE 4 – DEDICATION OF ASSETS**

Section 1. All of the Association's real property and personal property, including both tangible and intangible property, now owned and acquired in the future, must be and hereby is irrevocably dedicated to nonprofit purposes exclusively.

## **ARTICLE 5 – FISCAL YEAR**

Section 1. The fiscal year for the Association is from January 1<sup>st</sup> through and including December 31<sup>st</sup>, i.e. the calendar year.

## **ARTICLE 6 – MEMBERSHIP**

Section 1. Membership Year. The membership year is from January 1<sup>st</sup> through and including December 31<sup>st</sup>, i.e. the calendar year.

Section 2. Membership Dues. The Board of Directors is responsible for establishing the appropriate costs of a membership for each particular membership classification.

Section 3. Annual Memberships Only. Only annual memberships shall be available and are provided upon payment in full of the annual cost of the subject membership. Prorating the annual cost of a membership is prohibited. For example, a person joining the Association in May must be required to pay the entire annual cost of the membership, despite not being a member for the first four (4) months of the year, and the person's membership must expire at the end of the year in which he/she joined rather than in May of the following year.

Section 4. Payment and Nonpayment of Dues. Dues for the next year of membership may be paid in full after the conclusion of each year's October regular meeting of the Board of Directors. Dues for the membership year become due and owing on January 1<sup>st</sup> of the year in question. Failure to tender payment in full on or before January 1<sup>st</sup> results in the automatic termination of all rights and privileges arising from membership.

Section 5. Member in Good Standing.

(A) To be considered a member in good standing, a member must satisfy all of the following stipulations:

- (1) All applicable dues of the member must be paid in full without exception;
- (2) The member must not be subject to suspension, expulsion, or any proceedings related thereto, as stipulated in these Bylaws; and
- (3) The member must not have any conflict of interest, as stipulated in these Bylaws or in applicable law.

Section 6. Voting Requirements and Restrictions.

(A) To be entitled to vote as provided in these Bylaws, the person must be a member in good standing in a membership class authorizing its members to vote.



(B) To be entitled to introduce or second any motion, resolution, petition, or any other item or form of question for consideration as provided in these Bylaws, the person must be a member in good standing in a membership class authorizing its members to vote.

(C) Except as otherwise prohibited in these Bylaws, every Association member in good standing that is entitled to vote is entitled to cast only one (1) vote per each item for which a vote is taken.

(D) Voting by proxy is prohibited.

(E) Cumulative voting is prohibited.

(F) Class voting is prohibited.

Section 7. Membership Classifications and Requirements. Membership in the Association consists of the classifications set forth in this Article. Membership in the Association is strictly limited to natural persons. No entity may be a member of the Association, regardless of the entity's form, designation, or legal status. Entities thus excluded from membership include without limitation, corporations, limited liability companies, professional corporations, and partnerships. Except as expressly stipulated in or authorized by these Bylaws or other provision of law, all individual members of a particular class have the same rights, privileges, restrictions, duties, and requirements as members of the same classification.

(A) Regular Adult Membership. Any person eighteen (18) years of age or older is eligible for regular adult membership provided they satisfy all of the following prerequisites:

- (1) They are of good moral character and reputation;
- (2) They are willing to subscribe to the nonprofit purposes of the Association;
- (3) They are willing to adhere to these Bylaws and other rules and regulations of the Association as may be adopted from time to time; and
- (4) They are willing to remit timely payment of dues when due and owing.

Regular adult members in good standing are eligible to vote subject to the provisions of these Bylaws.

(B) Honorary Membership. Honorary membership may be conferred upon, and is strictly limited to persons, not necessarily an Association member, who satisfy one (1) or more of the following criteria:

- (1) Has made verified public statements and performed overt actions demonstrating an unwavering dedication in support of the Association's purposes;
- (2) Has attained honorable distinction for professional endeavors, which have resulted in the support or advancement of the Association's purposes; or
- (3) Has, in some way, contributed to the Association over a length of time and in a manner far exceeding the normally expected involvement of a volunteer.

Upon the unanimous affirmative votes of the Board of Directors present at the meeting at which the vote is taken, the deserving person shall become an honorary member. Honorary members are forbidden to hold Association offices or Directorships. An honorary member's presence at any Association function does not count in determining the number required for a quorum or determining whether a quorum is present. Honorary members are exempt from the payment of annual membership dues. Honorary members are forbidden to vote.

- (C) Junior Membership. Any person upon reaching the age of seven (7) is eligible for junior membership provided they satisfy all of the following prerequisites:
- (1) They are of good moral character and reputation;
  - (2) They are willing to subscribe to the nonprofit purposes of the Association;
  - (3) They are willing to adhere to these Bylaws and other rules and regulations of the Association as may be adopted from time to time;
  - (4) They are willing to remit timely payment of dues when due and owing; and
  - (5) An adult (preferably a parent or legal guardian of the junior member) agrees to be fully responsible for the junior member's action and consequences of that action in any way pertaining to the junior member's involvement in, observation of, or use of any Association property, facility, or program, and further agrees to accompany the junior member at all times when that youth is involved in, observing, or using any Association property, facility, or program.

Junior members become regular adult members when they reach the age of eighteen (18) and will not have to pay any additional dues until the following year when they must pay the applicable fee for a regular adult membership. Junior members are forbidden to hold any Association office or Directorship. A junior member's presence at any Association function does not count in determining the number required for a quorum or determining whether a quorum is present. Junior members must be accompanied by an adult at all times when the junior member is involved in, observing, or using any Association property, facility, or program. Junior members are forbidden to vote.

#### Section 8. New Member Applications and Member Renewal.

- (A) Eligible persons not currently a member must submit to the Association or its duly authorized representative a completed membership application along with payment in full of applicable dues. The Board of Directors may, from time to time, stipulate the form of the membership application.
- (B) Members who are merely renewing their membership are not required to submit a new membership application. Renewing members must pay in full all applicable dues and must provide the Association with any contact information changes, such as but not limited to current U.S. Mail address, telephone and/or cell phone number(s), email address, and, if applicable, current social media information.

Section 9. Membership Cards and Buttons. Every member in good standing must receive an annual membership card and button, the possession and display of either represents proof of current membership.

Section 10. Obligation to Produce Membership Card or Button. Every member is required to produce, without protest and without unreasonable delay, their current membership card or button upon the request of any Association Officer, Director, or duly authorized agent when the member is involved in, observing, or using any Association property, facility, or program.

Section 11. Number of Members. The Board of Directors may limit the number of members that the Association may admit to any membership class because of the Association's inability to provide safe and reasonable access to and use of its property, facilities, or programs.

Section 12. Membership Book. The Association must maintain a Membership Book, which contains the name, U.S. Mail address, telephone and/or cell phone number, email address, membership classification, member status, and the date of membership expulsion, suspension, termination, or expiration with a brief explanation of the reasons for same. The Membership Book must be kept at the Association's principal office and maintained by the person that the Board of Directors authorizes from time to time.

Section 13. Member's Lack of Liability. A member of the Association is not personally liable for the debts, liabilities, or other obligations of the Association simply because of being an Association member.

Section 14. Membership Not Transferable. Membership in the Association is not transferable. Upon a member's death, all rights and privileges arising from Association membership automatically terminate without any further action by the Association.

Section 15. Expulsion of Members and Procedure.

(A) The Association will not tolerate any conduct adverse to the purposes of the Association. Therefore, any member may be expelled from the Association on grounds that the member has engaged in or been convicted of any one (1) or more of the following actions, each of which constitutes reasonable, just, and sufficient cause to expel a member from the Association:

- (1) Felony conviction on the grounds of violating any fish or game law of the Commonwealth of Pennsylvania;
- (2) Any willful disregard or violation of any Bylaw or any other rule, regulation, limit, restriction, signage, or similar stipulation of the Association;
- (3) Dumping any material of any kind or nature, including without limitation trash, garbage, chemicals, and waste (hazardous, toxic, or otherwise) in, on, or around the buildings, facilities, land, or waterways of the Association without explicit authorization from the Board of Directors;
- (4) Engaging in conduct considered threatening or recklessly disruptive during the course of any meeting, executive session, or authorized function of the

Association or its Officers, Directors, Committees, members, privileged invitees, or authorized agents; or

- (5) Engaging in conduct determined to be materially prejudicial to the interests or purposes of the Association.

(B) For cause shown and upon the unanimous votes of the members of the Board of Directors present at the meeting at which the vote is taken, a member may be expelled from the Association. The member must be given not less than twenty (20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the member must be presented to the Board of Directors. At the executive session, the member has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the Board of Directors.

(C) Any member who has been expelled immediately forfeits all rights and privileges arising from membership, and is not entitled to any refund, whether in part or in full, of any dues paid.

#### Section 16. Suspension of Members and Procedure.

(A) Temporary Suspension. For cause shown and upon the unanimous votes of the members of the Board of Directors present at the meeting at which the vote is taken, a member's rights and privileges arising from membership may be temporarily suspended. A temporary suspension must not exceed sixty (60) calendar days. The member must be given not less than twenty (20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the member must be presented to the Board of Directors. At the executive session, the member has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the Board of Directors.

(1) Rights Forfeited. A member whose membership has been temporarily suspended immediately forfeits all rights and privileges arising from membership, and is not entitled to any refund, whether in part or in full, of any dues paid. Upon the expiration of the temporary suspension period, the member must be reinstated as a member, subject, nevertheless, to the stipulations of these Bylaws and applicable law.

(B) Regular Suspension. For cause shown and upon the unanimous votes of the members of the Board of Directors present at the meeting at which the vote is taken, a member's rights and privileges arising from membership may be regularly suspended. A regular suspension must not be less than sixty (60) calendar days and must not exceed one hundred eighty (180) calendar days. The member must be given not less than twenty

(20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the member must be presented to the Board of Directors. At the executive session, the member has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the Board of Directors.

(1) Rights Forfeited. A member whose membership has been regularly suspended immediately forfeits all rights and privileges arising from membership, and is not entitled to any refund, whether in part or in full, of any dues paid. Upon the expiration of the regular suspension period, the member must be reinstated as a member, subject, nevertheless, to the stipulations of these Bylaws and applicable law.

(C) Conflict of Interest Suspension. For cause shown and upon the unanimous votes of the members of the Board of Directors present at the meeting at which the vote is taken, a member's rights and privileges arising from membership may be suspended on grounds of conflict of interest when it is determined that the member's continued membership in the Association either presents, is likely to present, or has the appearance of presenting any issue, incident, or interest in direct or indirect conflict with the purposes or continuation of the Association (herein collectively referred to as "conflict of interest"). At the discretion of the Board of Directors, a suspension on grounds of conflict of interest may be for an indefinite duration or may be in effect until the conflict of interest is finally resolved. The member must be given not less than twenty (20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the member must be presented to the Board of Directors. At the executive session, the member has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the Board of Directors.

(1) Rights Forfeited. A member whose membership has been suspended on grounds of conflict of interest immediately forfeits all rights and privileges arising from membership, and is not entitled to any refund, whether in part or in full, of any dues paid. Upon the expiration of the conflict of interest suspension period, the member must be reinstated as a member, subject, nevertheless, to the stipulations of these Bylaws and applicable law.

(2) Reconsideration of Conflict of Interest. A member suspended on grounds of conflict of interest may submit a written petition to the Board of Directors for reconsideration every six (6) months. The decision to reconsider a member's conflict of interest suspension is within the exclusive discretion of the Board of Directors.

Section 17. Termination of Membership. All rights and privileges arising from membership in the Association terminate automatically and without any further action necessary upon the occurrence of any one (1) or more of the following events:

- (A) A written notice of termination signed by the terminating member and delivered either personally or via U.S Mail to the President or Secretary. The effective date of the termination will be the date set forth in the termination notice; however, if no termination date is stated in the notice, then the effective date will either be the date of actual receipt of the notice or its deposit date (its postmark being absolute proof of the deposit date) whichever event first occurs.
- (B) Failure to renew a membership as stipulated in these Bylaws.
- (C) The expulsion of a member as stipulated in these Bylaws.
- (D) The death of the member.

## **ARTICLE 7 – OFFICERS**

Section 1. Officers. The Association may have the following Officers: President, First Vice President, Second Vice President, Secretary, Treasurer, and such other Officers as the Board of Directors in its sole discretion deems to be in the best interests of the Association.

Section 2. Standard of Care. Each Officer must perform their duties in good faith, in a manner reasonably believed to be in the best interests of the Association, and with the care, including reasonable inquiry, skill and diligence, that a person of ordinary common sense would use under similar circumstance and must perform all duties incident to their position and other duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 3. President. The President of the Association is responsible for discharging the following duties:

- (A) To serve as President of the Association;
- (B) To serve as the presiding Officer at all meetings of the membership;
- (C) To serve as the Chairman of the Board of Directors and attend all meetings of the Board of Directors;
- (D) To serve as an ex-officio member of all Committees;
- (E) To cast the deciding vote where there is equal division on a question that may come during Committee meetings or during any meeting of the membership, except on questions regarding the election of the Board of Directors;

- (F) To create or dissolve Committees and appoint the members thereof;
- (G) To execute all legal and financial documents on behalf of the Association;
- (H) To attend to all matters necessary to the function of the Association;
- (I) To immediately surrender to the successor President or Board of Directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the Office— within sixty (60) calendar days of receipt of those items, the Board of Directors may demand an audit regarding the Officer’s performance of duties during the term of office; and
- (J) To have all powers and perform all duties incident to the Office of President and other powers and duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 4.     First Vice President. The First Vice President is responsible for discharging the following duties:

- (A) To serve as First Vice President of the Association;
- (B) To serve in the capacity of President, discharging all rights and responsibilities of the President’s office, when that position is vacated for any reason or the President cannot be present to attend to official duties during any meeting or other function where the President’s attendance is warranted;
- (C) To attend all meetings of the Board of Directors and meetings of the membership;
- (D) To immediately surrender to the successor First Vice President, Second Vice President, or Board of Directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the Office— within sixty (60) calendar days of receipt of those items, the Board of Directors may demand an audit regarding the Officer’s performance of duties during the term of office; and
- (E) To have all powers and perform all duties incident to the office of First Vice President and other powers and duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 5.     Second Vice President.     The Second Vice President is responsible for discharging the following duties:

- (A) To serve as Second Vice President of the Association;

- (B) To serve in the capacity of the First Vice President, discharging all rights and responsibilities of the First Vice President's office, when the First Vice President cannot be present to attend to official duties during any meeting or other function where the First Vice President's attendance is warranted;
- (C) To attend all meetings of the Board of Directors and meetings of the membership;
- (D) To immediately surrender to the successor Second Vice President or Board of Directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the Office— within sixty (60) calendar days of receipt of those items, the Board of Directors may demand an audit regarding the Officer's performance of duties during the term of office; and
- (E) To have all powers and perform all duties incident to the office of Second Vice President and other powers and duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 6.     Secretary.     The Secretary is responsible for discharging the following duties:

- (A) To serve as Secretary of the Association;
- (B) To attend and serve as Secretary at all meetings of the Board of Directors and to keep accurate records and minutes of those meetings;
- (C) To attend and serve as Secretary at all meetings of the membership and to keep accurate records and minutes of those meetings;
- (D) To act as the custodian of all documents of the Association, whether in hard copy or in electronic format, and to assure that all such documents are kept at the principal office of the Association, unless otherwise authorized by the Board of Directors;
- (E) To attend to the giving and serving of all notices of the Association as stipulated in these Bylaws;
- (F) To execute on behalf of the Association all documents of the Association as may be appropriate under the circumstances or required by law;
- (G) To assure that the seal of the Association, if any, is duly affixed to all documents of the Association;
- (H) To immediately surrender to the successor Secretary or Board of Directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the Office— within sixty (60) calendar days of receipt of those items, the Board of Directors



may demand an audit regarding the Officer's performance of duties during the term of office; and

- (I) To have all powers and perform all duties incident to the office of Secretary and other powers and duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 7.     Treasurer.     At the discretion of the Board of Directors, any functions of the office of Treasurer may be delegated to a qualified person or agency. The Treasurer is responsible for discharging the following duties:

- (A) To serve as Treasurer of the Association;
- (B) To attend all meetings of the Board of Directors and all meetings of the membership;
- (C) To keep and maintain, or cause the keeping and maintenance of, adequate and accurate accounts of all properties and business transactions of the Association, including without limitation, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements;
- (D) To ensure the deposit of all money and other valuables in a suitable banking institution as the Board of Directors may stipulate;
- (E) To issue payment of Association bills and to disburse, or cause to be disbursed, the funds of the Association as the Board of Directors may stipulate;
- (F) To provide a detailed account of the financial condition of the Association, including all receipts, disbursements, and other financial transactions, as the Board of Directors may stipulate;
- (G) To prepare a yearly accounting report of the previous year to be presented at the annual meeting of the membership and as otherwise directed by the Board of Directors;
- (H) To immediately surrender to the successor Treasurer or Board of Directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her/its possession, custody, or control upon vacating the Office—within sixty (60) calendar days of receipt of those items, the Board of Directors may demand an audit regarding the Officer's performance of duties during the term of office; and
- (I) To have all powers and perform all duties incident to the office of Treasurer and other powers and duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 8. Qualifications. To be qualified for any office in the Association, the member must:

- (A) Be at least eighteen (18) years of age;
- (B) Have been a member in good standing for the entire year preceding appointment;
- (C) Be a member in good standing at the time of appointment;
- (D) Remain a member in good standing throughout their respective term of office;
- (E) Neither be subject to nor the subject of suspension or expulsion from the Association;  
and
- (F) Be competent to give a bond to the Association as stipulated in these Bylaws.

Section 9. Appointment of Officers. Unless otherwise stipulated in these Bylaws, all Officers of the Association shall be appointed upon the affirmative votes of the majority of the members of the Board of Directors present at the meeting at which the vote is taken.

Section 10. Serving Multiple Offices and Terms Not Prohibited. At the discretion of the Board of Directors, any qualified person may simultaneously hold more than one office in the Association and may succeed himself/herself to his/her office or any other office in the Association.

Section 11. Serving on Board of Directors Not Prohibited. At the discretion of the Board of Directors, any Board member may simultaneously serve as any Officer in the Association.

Section 12. Term of Office. Subject to the provisions of these Bylaws, the term of office for any Officer shall be one (1) year, with the term's effective date beginning at the time of appointment. Each Officer shall hold office until the expiration of the term for which he/she was appointed and until a successor has been appointed, or until the Officer's earlier death, resignation, or removal.

Section 13. Removal of Officers. Notwithstanding any provision in these Bylaws to the contrary, an Officer serves at the pleasure of the Board of Directors and can be removed from office at any time with or without cause at the sole and absolute discretion of the Board of Directors upon the affirmative votes of the majority of the members of the Board of Directors present at the meeting at which the vote is taken.

Section 14. Resignation of Officer. Any Officer may resign from office at any time by submitting to the Board of Directors a written letter of resignation setting forth the effective date of resignation.

Section 15. Vacancy of Office.

(A) In the event of vacancy of the office of President by death, resignation, removal, or otherwise, the First Vice President must immediately fill the vacancy and become the President for the balance of the unexpired term.

(B) Except for the vacant office of the President, all other vacant offices shall be filled upon the affirmative votes of the majority of the members of the Board of Directors present at the meeting at which the vote is taken. Each person so appointed to fill a vacancy shall serve as such Officer for the balance of the unexpired term.

Section 16. Officer Compensation. An Officer must not receive any compensation for discharging the Officer's duties. However, an Officer is entitled to reimbursement for reasonable expenses incurred in discharging the duties of office. And, as long as the stipulations in these Bylaws relating to "Self-Dealing Transactions" are strictly followed, nothing in these Bylaws precludes any Officer from serving the Association in another capacity and receiving compensation for services rendered.

Section 17. Bonding of Officers. Upon demand of the Board of Directors, an Officer must give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of office and for restoration to the Association of all its books, papers, vouchers, accounts, money, and other property of every kind in the Officer's possession, custody, or control upon the Officer's death, resignation, retirement, or removal from office. The Association must pay the cost of bond(s).

Section 18. Execution of Instruments. Unless stipulated in these Bylaws or unless the Board of Director grants authorization, an Officer of the Association must not enter into any contract, and/or execute and/or deliver any instrument in the name of and on behalf of the Association. Unless authorized, no Officer, agent, or person has any power or authority to bind the Association to any contract or obligation, or to pledge its credit, or to render it liable for any purpose or in any amount. If any power is authorized, the power may be general or confined to specific instances, and may be limited in duration.

**ARTICLE 8 – BOARD OF DIRECTORS**

Section 1. Number of Directors. The Association shall have a Board of Directors comprised of at least one (1) but not more than seven (7) qualified members.

Section 2. Standard of Care. Directors must perform their duties in good faith, in a manner reasonably believed to be in the best interests of the Association, and with the care, including reasonable inquiry, skill and diligence, that a person of ordinary common sense would use under similar circumstance and must perform all duties incident to their position and other duties as the Board of Directors may stipulate and as may be granted or required by law or by these Bylaws.

Section 3. Duties. The Board of Directors shall have and exercise all corporate powers and duties of the Association, subject, nevertheless, to the provisions of these Bylaws and the laws of the Commonwealth of Pennsylvania. Without limiting the generality and comprehensiveness of the foregoing, the Board of Directors must:

- (A) Conduct and manage all activities and business affairs of the Association so as to foster and promote the Association's nonprofit purposes;
- (B) Provide the ways and means for collecting dues and other funds rightfully belonging to the Association;
- (C) Assure the timely payment of all financial obligations of the Association;
- (D) Examine and audit the books and accounts of the Association as necessary; and
- (E) Supervise all Officers, agents, and volunteers of the Association.

Section 4. Annual Report Required. As required by the laws of the Commonwealth of Pennsylvania, the Board of Directors must present a written annual report to the Association's members at each annual meeting of the membership. As required by law, the annual report must be verified either by the President and Treasurer or by a majority of the Directors, and must show in appropriate detail all of the following:

- (A) The assets and liabilities of the Association as of the end of the fiscal year immediately preceding the date of the report;
- (B) The principal changes in assets and liabilities during the fiscal year immediately preceding the date of the report;
- (C) The revenue or receipts of the Association for the fiscal year immediately preceding the date of the report;
- (D) The expenses or disbursements of the Association during the fiscal year immediately preceding the date of the report; and
- (E) The number of members of the Association as of the date of the report, together with a statement of the increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Section 5. Qualifications. To be qualified to serve as a member of the Board of Directors of the Association, the member must:

- (A) Be at least eighteen (18) years of age;
- (B) Have been a member in good standing for the entire year preceding election;

- (C) Be a member in good standing at the time of election;
- (D) Remain a member in good standing throughout their respective term of Directorship;
- (E) Have attended not less than fifty percent (50%) of all meetings of the Board of Directors held during the year preceding the election;
- (F) Neither be subject to nor the subject of suspension or expulsion from the Association;  
and
- (G) Be competent to give a bond to the Association as stipulated in these Bylaws.

Section 6. Election of Board Members. Pursuant to the provisions of these Bylaws, members of the Board of Directors shall be elected upon the majority vote of the members in good standing of the Association present and eligible to vote at the meeting at which the vote is taken.

Section 7. Serving Multiple Terms Not Prohibited. Any qualified person may succeed himself/herself to his/her seat on the Board of Directors.

Section 8. Serving as an Officer Not Prohibited. At the discretion of the Board of Directors, any Board member may simultaneously serve as any Officer in the Association.

Section 9. Term of Directorship. Subject to the provisions of these Bylaws, the term of any person's seat on the Board of Directors shall be three (3) years, with the effective date of the term beginning January 1<sup>st</sup> of the year immediately following the person's election to fill the seat. A full three-year term shall be considered to have been served upon the passage of three (3) fiscal years after a person's election to fill the seat on the Board. Each Director shall remain a member of the Board until the expiration of the term for which he/she was elected and until a successor has been determined, or until the Director's earlier death, resignation, or removal.

Section 10. Staggered Terms Required. Staggered terms for Directors are required and shall be determined according to the immediately following provision.

- (A) Determining Staggered Terms. The total number of Directors shall be divided into three (3) groups, i.e. Group I, Group II, and Group III. Each Group shall contain approximately the same percentage of the total, as near as may be. The term of the Directorship for Board members in Group I shall expire at the Board's first meeting held in the first January after their election. The term of the Directorship for Board members in Group II shall expire at the Board's first meeting held in the second January after their election. The term of the Directorship for Board members in Group III shall expire at the Board's first meeting held in the third January after their election. Thereafter, Association members shall elect Directors for a term of three (3) years to succeed those whose terms expire.

Section 11. Resignation of Directors. Any Director may resign from being a member of the Board of Directors at any time by submitting to the Board of Directors a written letter of resignation setting forth the effective date of resignation.

Section 12. Vacancy of Director's Seat. Notwithstanding any other provision in these Bylaws to the contrary, vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by the affirmative votes of the majority of the remaining members of the Board of Directors present at the meeting at which the vote is taken though less than a quorum. Each person so selected shall serve as such Director for the balance of the unexpired term.

Section 13. Director Compensation. A Director must not receive any compensation for discharging the Director's duties. However, a Director is entitled to reimbursement for reasonable expenses incurred in discharging the duties of the Directorship. And, as long as the stipulations in these Bylaws relating to "Self-Dealing Transactions" are strictly followed, nothing in these Bylaws precludes any Director from serving the Association in another capacity and receiving compensation for services rendered.

Section 14. Bonding of Directors. Upon demand of the Board of Directors, a Director must give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of Directorship and for restoration to the Association of all its books, papers, vouchers, accounts, money, and other property of every kind in the Director's possession, custody, or control upon the Director's death, resignation, retirement, or removal from office. The Association must pay the cost of bond(s).

Section 15. Removal of Directors. For cause shown and upon the unanimous votes of the remaining members of the Board of Directors present at the meeting at which the vote is taken, a Director may be removed from his/her seat on the Board. The Director must be given not less than twenty (20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the Director must be presented to the remaining members of the Board of Directors. At the executive session, the Director has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the remaining Board of Directors.

Section 16. Negligence of Duties. If a Director is absent from any four (4) meetings of the Board of Directors during any single year of the Director's three (3) year term without a reasonable excuse, then the President or Vice President shall inquire and report as to why the Director should not be found negligent in discharging his/her duty as a member of the Board. If the remaining Board of Director's find that the Director is negligent in discharging his/her duty, then that finding constitutes cause shown for the Director's removal pursuant to the procedure stipulated in these Bylaws regarding the removal of Directors.

Section 17. Execution of Instruments. Unless otherwise stipulated in these Bylaws, the Board of Directors may authorize any Officer or agent of the Association to enter into any contract, and/or execute and/or deliver any instrument in the name of and on behalf of the Association. Any conferred authority may be general or confined to specific instances. Unless the Board authorizes, no Officer, agent, or person has any power or authority to bind the Association to any contract or obligation, or to pledge its credit, or to render it liable for any purpose or in any amount. If any power is authorized, the power may be general or confined to specific instances, and may be limited in duration.

## **ARTICLE 9 – NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination of Directors. Subject to the provisions of these Bylaws, Directors shall be nominated by the members in good standing attending the November meeting of the Board of Directors. Any member in good standing in attendance at that November Board meeting may nominate one (1) or more qualified persons to fill a seat on the Board of Directors.

Section 2. Election of Directors.

(A) Subject to the provisions of these Bylaws, members of the Board of Directors shall be elected upon the affirmative votes of the majority of the members in good standing present and eligible to vote at the December meeting of the Board of Directors.

(B) Each Board seat shall be considered and voted upon separately upon motion duly made and seconded.

(C) The methods that may be used for taking a vote include voice, show of hands, written ballot, or roll call.

Section 3. Judge of Elections and Tellers. Prior to the election of Directors, the President may, in his/her discretion, appoint a Judge of Elections plus two (2) Tellers. If and when appointed, the Judge of Elections and the Tellers are responsible for the tabulation of the votes and pronouncement of the election winners. The decision of the Judge of Elections regarding the results of the elections is final and binding.

## **ARTICLE 10 – LIABILITY AND EXCEPTIONS**

Section 1. For purposes of this Article, the terms “person” and the pronouns “he,” “him,” “she,” “her,” “it,” and “its,” mean and include any member of the Board of Directors and any Officer of the Association, as the context requires.

Section 2.

(A) A person is not personally liable to the Association for the reason of being or having been an Officer or Director of the Association unless all of the following conditions are satisfied:

(1) The person failed to act in good faith; and

- (2) The person failed to act in a manner he/she/it believed to be in the best interest of the Association; and
  - (3) The person failed to act with such care, including reasonable inquiry, skill, and diligence as a layperson of ordinary common sense would use under similar circumstance; and
  - (4) The person's actions constitute one (1) or more of the following:
    - (a) Self-dealing; or
    - (b) Willful misconduct; or
    - (c) Recklessness.
- (B) For purposes of these Bylaws, a person is not acting in good faith when the person has knowledge about the matter in question, and the action the person takes regarding that matter is unwarranted because of that knowledge.
- (C) For purposes of these Bylaws, a person's actions must be presumed to be in the best interest of the Association when one (1) or more of the following conditions are satisfied:
  - (1) The person acts in good faith; or
  - (2) The person's actions do not constitute self-dealing; or
  - (3) The person acted with such care, including reasonable inquiry, skill, and diligence as a layperson of ordinary common sense would use under similar circumstance.
- (D) For purposes of these Bylaws, a person, when performing his/her duties, must be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements, in each case prepared or presented by any one (1) or more of the following:
  - (1) One or more Officers, Directors, employees, or agents of the Association who the person reasonably believes to be reliable and competent in the matters presented; or
  - (2) One or more attorneys, accountants, or other professionals duly licensed under the laws of the Commonwealth of Pennsylvania as to matters which the person reasonably believes to be within the professional or expert competency of the licensed individual; or
  - (3) A duly authorized Committee of the Association where all of the following conditions are satisfied:
    - (a) It is a Committee upon which the person does not serve;
    - (b) The matter about which the Committee is reporting is within its lawfully designated authority; and
    - (c) The person reasonably believes that the Committee merits the person's confidence.
- (E) For purposes of these Bylaws, a person is not liable for, or guilty of, self-dealing when that person strictly complies with the stipulations set forth in Article 12, Sections 3(A), 3(B), or 3(C) of these Bylaws.



(F) Notwithstanding any stipulations in these Bylaws to the contrary, a person is not exempt from liability or responsibility when one (1) or more of the following conditions is satisfied:

- (1) The person is convicted of a crime of any degree under any criminal statute and the victim of the crime is the Association; or
- (2) The Association is determined to be liable for the non-payment of taxes pursuant to local, state, or federal law and the person designated to make payment on behalf of the Association failed to make the payment as it was required to be made under law; or
- (3) The person's intentional action causes the Association to be sanctioned or otherwise liable under any criminal, civil, or administrative law, statute, rule, or regulation; or
- (4) The person's intentional action causes tangible harm or damage to the Association or the Association's clubhouses, structures, facilities, equipment, lands, waterways, natural resources, or other property.

## **ARTICLE 11 — DIRECTOR'S CONFLICTS OF INTERESTS**

Section 1. For cause shown and upon the unanimous votes of the remaining members of the Board of Directors present at the meeting at which the vote is taken, the remaining Board of Directors may suspend a Director from serving as a member of the Board, deny a Director's access to the facilities and premises, and prevent a Director's participation in meetings and functions of the Association (herein collectively referred to as "prohibitions from office") when the Director's continued tenure as a Director presents, is likely to present, or has the appearance of presenting any issue, incident, or interest in direct or indirect conflict with any purpose or the continuation of the Association (herein collectively referred to as "conflict of interest"). At the discretion of the remaining Board of Directors, prohibitions from office may be of an indefinite duration or may be in effect until the conflict of interest is finally resolved. The Director must be given not less than twenty (20) calendar days written notice of the alleged charges and the time, date, and place of the executive session at which the matter will be heard. At the executive session, evidence against and witnesses adverse to the Director must be presented to the remaining members of the Board of Directors. At the executive session, the Director has an opportunity to examine adverse evidence, to question adverse witnesses, and to present favorable evidence and witnesses in defense. All official action regarding the matter considered in the executive session must be taken at a meeting of the remaining Board of Directors.

- (A) Any Director prohibited from office because of a conflict of interest immediately forfeits all rights and privileges arising from holding a seat on the Board; and the Director's seat shall be declared vacant and filled according to the stipulations in these Bylaws.

## **ARTICLE 12 — SELF-DEALING TRANSACTIONS**

Section 1. Self-Dealing Transactions Defined. A contract or transaction is self-dealing (herein sometimes referred to as "Self-Dealing Transaction") when any contract or transaction

is: (i) between the Association and one or more of its Directors or Officers, or between the Association and any entity in which one or more of the Association's Directors or Officers has a material financial interest (herein referred to as "Interested Official"), or (ii) between the Association and any entity in which one or more of that entity's directors or officers is also a Director or Officer of the Association.

Section 2. Self-Dealing Transactions Generally Void or Voidable. Self-Dealing Transactions are generally void or voidable on grounds of conflict of interest or other provisions of applicable law.

Section 3. Exceptions. For purposes of these Bylaws, a contract or transaction shall not be void or voidable, and a Director or Officer is not guilty of engaging in Self-Dealing, solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors that authorizes the Self-Dealing Transaction, or solely because the vote of the Director or Officer counted for that purpose, if:

- (A) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or
- (B) The material facts as to the Director's or Officer's relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by votes of those members; or
- (C) The contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors or members.

Section 4. Determining Quorum. Interested Officials may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Self-Dealing Transaction was authorized, approved, affirmed, or ratified as stipulated in this Article.

## ARTICLE 13 – MEETINGS

Section 1. Board Meetings and Executive Sessions.

- (A) Meetings of the Board of Directors. Meetings of the Board of Directors may be held once each month, or more often at the discretion of the Board. A Board meeting may be scheduled, held, and conducted at any time and date, including without limitation, immediately before any meeting of the membership. All Board meetings shall be open, public meetings at which Association members may attend but shall be prohibited from voting on matters solely within the responsibility of the Board of Directors. A record a/k/a minutes must be kept of the Board's proceedings. The minutes of each Board meeting must, at minimum, state the date, time, and place of the meeting, the names of Directors present and absent at the meeting, a brief description of each item that the

Directors considered at the meeting, a full disclosure of each item upon which the Directors voted at the meeting, and the results of each vote taken at the meeting.

(B) Executive Sessions of the Board of Directors.

- (1) Executive sessions of the Board of Directors may be held when the matter being considered is confidential, including without limitation, the following:
  - (a) A member's expulsion, temporary suspension, regular suspension, or conflict of interest suspension pursuant to these Bylaws;
  - (b) A Director's removal from his/her seat on the Board pursuant to these Bylaws;
  - (c) Contract negotiations, including without limitation, negotiations regarding the purchase or sale of property;
  - (d) Personnel matters; and
  - (e) Budget review and preparation.
  
- (2) Notwithstanding any provision of these Bylaws to the contrary:
  - (a) An executive session shall not be considered a meeting of the Board of Directors;
  - (b) An executive session shall be a closed, private session at which the only attendees shall be the members of the Board and its specifically authorized invitees and guests, including such persons as the Board may require to attend;
  - (c) No official Board action shall be taken at any executive session;
  - (d) Although a record may be made of the proceedings of the executive session, any such record shall not be subject to public inspection, including without limitation, any inspection by Association members;
  - (e) At the Board meeting immediately preceding the executive session or at the next Board meeting immediately following the executive session, the Board shall announce the time, date, place, the general subject matter of the executive session without disclosing any confidential information, and those persons in attendance; and
  - (f) All official action regarding the subject matter of an executive session must be taken at a Board meeting, if any such official action is necessary.

(C) Location and Time. Board of Directors' meetings and executive sessions may be held at the principal office of the Association or at any other place that the Board of Directors may stipulate. The Board of Directors shall determine, in its sole discretion, the appropriate time and date for all Board meetings and executive sessions, as well as who may be required or invited to attend, provided, however, that Association members shall not be prevented from attending meetings of the Board of Directors.

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(D) Board Meeting Procedure and Order of Business. Subject to the discretion of the Board of Directors, Roberts Rules of Order should be used as the parliamentary procedure governing all meetings held in the interests of the Association. The following order of business or its substantial equivalent is required for all meetings of the Board of Directors:

- I. Call to Order
- II. Pledge of Allegiance
- III. Roll Call of Officers
- IV. Roll Call of Directors
- V. Minutes of the Previous Meeting
- VI. Treasurer's Report
- VII. Presentation and Payment of Bills
- VIII. Board of Director's Report
- IX. Communications Received
- X. Committee Reports
- XI. Unfinished Business
- XII. New Business
- XIII. Comments and Discussions for the Good of the Association
- XIV. Adjournment

(E) Board Meetings by Consent. Any action required or permitted to be approved at a meeting of the Board of Directors may be approved without such a meeting if a written consent or consents of action are signed before, on, or after the effective date of the action by all of the Directors in office on the date the last written consent is signed. The written consent or consents must be filed with the Secretary.

(F) Board Meeting Quorum. The quorum required to transact any official business of the Association at any meeting of the Board of Directors consists of a majority of the Directors then authorized to occupy a seat on the Board. However, when the Board of Directors holds any meeting at which the sanctioning of another member of the Board is at issue, the quorum for such a meeting is a majority of the remaining number of Director's authorized to occupy a seat on the Board.

(G) Votes Required to Approve Official Business. Unless otherwise expressly stipulated in these Bylaws, official business of the Association shall be approved or otherwise adopted upon the affirmative votes of the majority of the members of the Board of Directors present at the meeting at which the vote is taken.

(H) Methods of Voting. The methods that may be used for taking a vote at meetings of the Board of Directors include voice, show of hands, written ballot, or roll call.

## Section 2. Membership Meetings.

(A) Annual Meeting of the Membership. The Association must hold at least one (1) meeting of the membership each year (i.e. the membership's annual meeting), and may hold as many additional meetings of the membership as the Board of Director's

authorizes in its sole discretion. The Board of Directors has full authority and discretion to set membership meeting agendas but shall not unreasonably reject agenda items submitted by or on behalf of the membership.

- (B) Special Meetings of the Membership. A special meeting of the Membership may be called upon the written request of seven (7) members in good standing, who would be entitled to vote at the special meeting, and whose written request designates specifically the purpose(s) of the special meeting. The written request must be personally delivered to or mailed by certified mail, return receipt requested, to the President or Secretary. Except as specifically designated in the written request, no other business must be discussed, considered, or transacted at any special meeting of the membership. Notice of such special meetings must be provided to the membership not less than forty-eight (48) hours in advance of its proposed time and date.
- (C) Minutes of Membership Meetings. A record a/k/a minutes must be kept of all membership meetings. The minutes of each membership meeting must, at minimum, state the date, time, and place of the meeting, the names of all attendees, a brief description of each item that the members considered at the meeting, a full disclosure of each item upon which the members voted at the meeting, and the results of each vote taken at the meeting.
- (D) Membership Meeting Quorum. Regardless of the category of membership meeting, the quorum to transact any authorized official action of the membership consists of not less than five (5) members in good standing, any number of whom may also hold Office or a seat on the Board of Directors of the Association.
- (E) Votes Required to Approve Membership Actions. Unless otherwise expressly stipulated in these Bylaws, official action of the membership shall be approved or otherwise adopted upon the affirmative votes of the majority of members present and eligible to vote at the meeting at which the vote is taken.
- (F) Methods of Voting. The methods that may be used for taking a vote at any meeting of the membership include voice, show of hands, written ballot, or roll call.
- (G) Location and Time. Regardless of the category of membership meeting, all such membership meetings must be held at the principal office of the Association or at any other place that the Board of Directors may stipulate. The Board of Directors shall determine, in its sole discretion, the appropriate time and date for membership meetings, including without limitation, special meetings of the membership.

### Section 3. Notice of Meetings.

- (A) All Association members in good standing, regardless of membership classification, must be provided with reasonable notice of all meetings of the Board of Directors and all meetings of the membership, as stipulated in these Bylaws.

- (B) Notice of all meetings of the Board of Directors and all meetings of the membership must satisfy all of the following requirements:
- (1) The notice must be provided not less than ten (10) calendar days in advance of the proposed time and date of the meeting;
  - (2) The notice must set forth the time, date, and place of the meeting;
  - (3) The notice must indicate the category of the meeting and that all members are invited and encouraged to attend; and
  - (4) The notice may include any other information deemed appropriate under the circumstances.
- (C) Notice of special meetings of the membership must satisfy all of the following requirements:
- (1) The notice must be provided not less than forty-eight (48) hours in advance of the proposed time and date of the special meeting of the membership;
  - (2) The notice must set forth the time, date, and place of the special meeting of the membership;
  - (3) The notice must indicate that the meeting is a special meeting of the membership and that all members are invited and encouraged to attend; and
  - (4) The notice must set forth the specific purpose(s) for which the special meeting of the membership is being held and must advise that no other business is permitted to be conducted at the special meeting.
- (D) Regardless of the meeting category, every notice must be provided to the membership a/k/a published in one (1) or more of the following ways:
- (1) Posting on the Association's website;
  - (2) Electronic transmission, including without limitation emails, cell phone texts, or other manner of social media, transmitted to the last email address, or to the last cell phone number, or to the last social media Internet site the member gave to the Secretary;
  - (3) Mail via the United States Postal Service or a special courier, addressed to the last address that the member provided to the Secretary;
  - (4) Advertisement in a newspaper(s) of general circulation in an area in which the substantial majority of the members reside;
  - (5) Personal delivery; or
  - (6) Any other reasonable means believed in good faith to accomplish the underlying intent of giving notice.

## **ARTICLE 14 — ANNUAL ASSOCIATION BUDGET**

**Section 1. Initial Proposed Budget.** The Board of Directors may meet in executive sessions for the purpose of preparing a proposed annual budget for the Association. By not later than the annual October Board meeting, the Board of Directors must present a proposed annual budget of the Association.

Section 2. Directors' Consideration of Proposed Budget. The Board may meet in executive sessions for the purpose of discussing and changing the initially proposed annual budget of the Association.

Section 3. Adoption of Budget. The Board of Directors must adopt the annual official budget of the Association on or before December 31<sup>st</sup> of the year immediately preceding the fiscal year for which the adopted budget applies.

Section 4. Effective Date of Official Budget. Regardless of the date of its adoption as the Association's official budget, its effective term is from January 1<sup>st</sup> through and including December 31<sup>st</sup>.

Section 5. Non-Budget Expenditures. In the event of an emergency or good cause shown, the Board of Directors has the right to order expenditures for the maintenance, repair, preservation, or replacement of any Association property, except intangible personal property (i.e. personal property that has no physical existence such as stocks, bonds, bank notes, patents, and trademarks), as well as any other expenditures deemed necessary and in the best interests of the Association, even though such expenditures are not set forth in the Association's official budget.

#### **ARTICLE 15 – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Indemnification Coverage. The Association must indemnify the Officers and Directors of the Association to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania where, because of being representatives of the Association acting within the scope of their authority, they may be a party or threatened to be made a party to any pending, threatened, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. Indemnification must apply to attorneys' fees, judgments, fines, costs, interest, settlement amounts, and all reasonable expenses.

#### **ARTICLE 16 – INSURANCE FOR OFFICERS AND DIRECTORS**

Section 1. Insurance Coverage. Except as otherwise stipulated under provisions of law, the Board of Directors may authorize obtaining insurance on behalf of the Directors and Officers against liabilities asserted against, incurred, or arising out of their respective capacity or status, regardless of whether the Association would have the power to indemnify them against liability under these Bylaws or other provisions of law.

#### **ARTICLE 17 – COMMITTEES**

Section 1. Creation and Dissolution of Committees. The President may create or dissolve Committees as may be appropriate and necessary to fulfill and foster the purposes of the Association.

Section 2. Ex-officio Member. The President serves as an ex-officio member of all Committees. As an ex-officio Committee member, the President has the same rights and

privileges as any other member of the Committee, including the right to vote. However, because of being only an ex-officio member, the President's presence at a Committee meeting must not be counted in determining the number required for a quorum or determining whether a quorum is present.

Section 3. Removal of Committee Members. The Board of Directors may remove any Committee member at any time, with or without cause.

Section 4. Rules and Regulations of Committees. Committees set their own rules, regulations, and procedures for conducting Committee business and reporting to the Association; however, all Committee rules, regulations, and procedures must be consistent with the stipulations in these Bylaws and are always subject to the Board of Director's review, modification, replacement, and repeal.

Section 5. Committee Member Compensation. Members of Committees must not receive any compensation for serving as a Committee member. However, Committee members are entitled to reimbursement for reasonable expenses incurred while serving as a Committee member.

Section 6. Committee Meetings, Quorum, and Duties. Committees set their own meeting schedules. A majority of the members of the Committee is required for a quorum. When determining the number required for a quorum or determining whether a quorum is present, the presence of the Association's President must not be counted because she/he is merely an ex-officio member of the Committee. Each Committee must act in compliance with these Bylaws and any other applicable provisions of law. Each Committee must report to the Board of Directors in a timely manner and as appropriate under the circumstances. Any Committee having any financial authority or dealings must keep accurate and complete records and must provide a financial accounting at each meeting of the Board of Directors.

Section 7. Votes Required to Approve Committee Business. Official business of a Committee shall be approved or otherwise adopted upon the affirmative votes of the majority of Committee members present and eligible to vote at the meeting at which the vote is taken.

## **ARTICLE 18 – NOTICE REQUIREMENTS**

Section 1. Sufficiency of Notice.

- (A) Except as otherwise stipulated in these Bylaws, notice is sufficient when either of the following conditions is satisfied:
- (1) The notice is fully set forth, readily displayed, and easily identified on the Association's website not less than twenty (20) calendar days prior to the event of which it gives notice; or
  - (2) The notice is deposited in the U. S. Mail not less than twenty (20) calendar days prior to the event of which it gives notice, and mailed to the last address the person gave to the Secretary; or



- (3) All of the following conditions are satisfied:
  - (a) The notice is conspicuously posted at Association facilities, at a location designated for the posting of notice, not less than twenty (20) calendar days prior to the event of which it gives notice; and
  - (b) A copy of the notice is delivered by email to the last email address the person gave to the Secretary.

Section 2.     Matters Requiring Written Notice.     Written notice must be served by U. S. Mail, addressed to the last address the member gave to the Secretary when any of the following matters are involved:

- (1) A member's expulsion under Article 6, Section 15 of these Bylaws;
- (2) A member's temporary suspension under Article 6, Section 16(A) of these Bylaws;
- (3) A member's regular suspension under Article 6, Section 16(B) of these Bylaws;
- (4) A member's conflict of interest suspension under Article 6, Section 16(C) of these Bylaws;
- (5) A Director's removal from the Board of Directors under Article 8, Section 15 of these Bylaws;
- (6) A proceeding pursuant to Article 11, "Director's Conflict of Interest," of these Bylaws.

## **ARTICLE 19 – REVIEW OF ASSOCIATION RECORDS**

Section 1.

- (A) Except as otherwise stipulated in these Bylaws, any member in good standing can inspect the Membership Book, Minute Book and financial records of the Association (herein collectively referred to as "Records"), subject to all of the following conditions:
- (1) If the Records pertain to the preceding twelve (12) months, then inspection is limited to one (1) hour immediately following a meeting of the Board of Directors, or the Board of Directors can impose an alternative inspection time and date, or the custodian of the Records and member can agree to a date and time for inspection.
  - (2) If the Records pertain to the preceding five (5) years, then time must be allowed to retrieve the Records. Thus, inspection will be scheduled for immediately after the next meeting of the Board of Directors that is more than twenty (20) calendar days after the request, or the Board of Directors can impose an alternative inspection date and time, or the custodian of the Records and member can agree to a date and time for inspection.
  - (3) If the Records pertain to matters occurring more than five (5) years before the request, then time must be allowed to retrieve the Records. Thus, the inspection will be scheduled for immediately after the next meeting of the Board of Directors that is more than fifty (50) calendar days after the request, or the Board of Directors can impose an alternative inspection date and time, or the custodian of the Records and member can agree to the date and time for inspection.

- (4) Any single session of inspection should not exceed two (2) hours. If that is not enough time, then a second review session should be scheduled for the conclusion of the next meeting of the Board of Directors or by agreement with the custodian of the Records.
  - (5) Records must not leave the Association facilities or the possession, custody, and control of the custodian of the Records, unless authorization of the Board of Directors is first obtained. Before releasing Records, the member must provide financial security sufficient to assure the safe return or replacement of the Records.
  - (6) Requests to duplicate any Records must comply with the applicable procedure the Board of Directors must establish. Among other things, the procedure should consider reimbursement to the Association and the custodian of the Records for all costs incurred to accommodate the request.
  - (7) As an alternative to the above listed provisions, the Association may make the Records available via Internet access, appropriately secured to assure that only the member has access to the Records.
- (B) Except pursuant to a final Order from a court of competent jurisdiction, under no circumstances does any member have the right or privilege to inspect or copy any legal document. Access to any legal document is limited to members of the Board of Directors and to other persons as the Board of Directors determines by majority vote to have a legitimate need to know the content of the legal document.
- (C) For purposes of these Bylaws, the term “legal document” means any one (1) or more of the following types of information regardless of how the information was produced or the type of storage media used to place, keep, and retrieve the data:
- (1) Communications between legal counsel representing the Association and the Association, or one (1) or more members of the Board of Directors, or one (1) or more of the Officers;
  - (2) Documents in any manner pertaining to any proceedings of any civil, criminal, administrative, or investigative tribunal;
  - (3) Documents in any manner pertaining to contract negotiations prior to the Board of Directors’ approval or rejection of the contract;
  - (4) Minutes of any Board of Directors’ executive session;
  - (5) Any health records in the possession, custody, or control of the Association;
  - (6) Any memorialization of discussions or events relating to personnel issues; and
  - (7) Any memorialization of discussions or events in any way relating to any investigation involving the Association until the investigation is finally determined and concluded.
- (D) At the discretion of the President, any person seeking to inspect any legal document, or any document previously considered a legal document, may be required to sign a non-disclosure and confidentiality agreement prior to releasing the document for review. Except pursuant to a final Order from a court of competent jurisdiction, under no circumstances must a legal document or duplicate thereof leave Association facilities.

## **ARTICLE 20 – RECORD MAKING AND STORAGE**

Section 1. Whenever an Officer, Director, or duly authorized agent of the Association desires to or is required to make or maintain any type of Association list, document, log, or memorialization regarding any Association matter (herein collectively referred to as “Record”) the Record may be made in electronic format, either on the Association’s website or with software first approved by the Board of Directors. Any Record that is proprietary to the Association and made in electronic format must be protected against unauthorized access. Subject to the approval of the Board of Directors, any secured storage media may be used to place, keep, and retrieve any Record as long as retrieving the Record from the storage media is reasonably straightforward for the person seeking to retrieve the Record.

## **ARTICLE 21 – AMENDMENT OF THE BYLAWS**

Section 1. Amendments, Generally.

- (A) Any amendments to the Bylaws must be proposed initially at a meeting of the Board of Directors or at any meeting of the membership. Amendments must be offered in writing and supported by the signatures of at least three (3) members in good standing, one of whom must be an Officer.
- (B) Notice of any proposed amendments to the Bylaws must be given to the membership not less than twenty (20) calendar days before the first of two (2) consecutive meetings of the membership at which the proposed amendments are presented to the general membership for discussion and comment. Following the discussion and comment at the second (2<sup>nd</sup>) such membership meeting, the amendments shall be voted upon. Amendments to the Bylaws shall be approved or otherwise adopted upon the affirmative votes of two-thirds ( $\frac{2}{3}$ ) of the members present and eligible to vote at the meeting at which the vote is taken.

Section 2. Emergency Amendments.

- (A) If, because of unforeseen circumstances, the Board of Directors determines that there is an urgent and immediate need to amend the Bylaws, and further determines that strict adherence to the general procedure for adopting amendments to the Bylaws is contrary to the best interests of the Association, then the Board of Directors may draft or cause the drafting of an amendment (herein referred to as “Emergency Amendment”). Upon the unanimous affirmative votes of the members of the Board of Directors present and eligible to vote at the meeting at which the vote is taken, the Emergency Amendment shall be adopted or otherwise approved and shall become effective immediately; subject, nevertheless, to its subsequent ratification by the general membership.
- (B) Upon adoption of the Emergency Amendment, the Board of Directors must present a copy of it to the Secretary. Within twenty-four (24) hours after receipt of the Emergency Amendment, the Secretary must cause the full text of the Emergency Amendment,

together with its effective date, to be published to the general membership of the Association pursuant to the stipulations in these Bylaws pertaining to giving notice.

(C) The Emergency Amendment shall be approved or otherwise ratified upon the affirmative votes of two-thirds ( $\frac{2}{3}$ ) of the members present and eligible to vote at the meeting at which the vote is taken.

(D) If the membership fails to approve or otherwise ratify the Emergency Amendment within ninety (90) calendar days of the Board of Directors' approval of it, then the Emergency Amendment shall be null and void as if having been rejected in the normal course.

**Section 3. Correction of Errors.** The Board of Directors or its duly authorized agent is authorized to make changes to these Bylaws (including copies of the Bylaws published online) to correct typographical errors, scrivener's errors, and other such textural inaccuracies, which changes shall not be and shall not be deemed to be an amendment to these Bylaws and shall not require the approval or ratification of the Association's membership, provided the following procedure is strictly followed:

(A) When a typographical error, scrivener's error, or other such textural inaccuracy is discovered and in the opinion of the majority of the Board of Directors such inaccuracy is sufficiently obvious or problematic to warrant correction, the Board may correct the inaccuracy and prepare, or cause the preparation of a new copy of these Bylaws; and

(B) All members of the Board of Directors sign and date a written statement listing in detail all corrective changes being made to these Bylaws; and

(C) At the next Board meeting immediately following the last date on which the written statement was signed, the Board of Directors enters the fully executed and dated written statement into the official minutes of the meeting, adopts the corrective changes pursuant to the unanimous affirmative votes of the members of the Board of Directors present at the meeting at which the vote is taken, and files the corrected copy of these Bylaws with the Secretary for publication on the Association's website, as well as for appropriate distribution to Association members as may be required.

## **ARTICLE 22 — DISSOLUTION OF THE ASSOCIATION**

**Section 1. Dissolution.** The Association must not be dissolved except as provided by law. The Nonprofit Corporation Law of 1988 controls the process that must be followed to dissolve the Association.

**Section 2. Satisfaction of Liabilities.** In the event of dissolution of the Association, the Board of Directors must pay or make arrangements for paying all liabilities of the Association. Thence, the Board of Directors must dispose of all remaining Association assets exclusively for the exempt purposes of the Association to organizations that are exempt under Section 501(c) of the Code.

Section 3. Prohibition Against Personal Benefit. Any provision for the use of surplus funds or assets to benefit any person, including without limitation, the sale of the assets or dissolution of the Association for such personal benefit is expressly prohibited.

### **ARTICLE 23 – CONSTRUCTION OF BYLAWS**

Section 1. Controlling Law. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nonprofit Corporation Law of 1988 govern the construction of these Bylaws.

Section 2. Severability of Provisions. If any court of competent jurisdiction finally determines that any portion of these Bylaws is invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws must remain valid and operative, and effect must be given to the intent manifested by the portion deemed invalid or inoperative.

Section 3. Compliance with Nonprofit Corporation Law of 1988. It is the express intent of the Association that these Bylaws conform to the applicable provisions of the Nonprofit Corporation Law of 1988.

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**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, the undersigned, hereby certify that I am the current duly elected and acting Secretary of Spring Mills Fish and Game Association, and that these Bylaws are the Bylaws of Spring Mills Fish and Game Association as duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_ and that these Bylaws have not been amended or modified since that adoption date.

EXECUTED AND CERTIFIED in Centre County, Commonwealth of Pennsylvania on this the \_\_\_\_\_ day of \_\_\_\_\_, in the year \_\_\_\_\_.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)