

Glade Run Lake Conservancy, Inc.
BYLAWS

ARTICLE I: Name of Organization

1.1. The name of the organization is Glade Run Lake Conservancy, Inc. (GRLC).

ARTICLE II: Purpose

2.1. Glade Run Lake Conservancy is a not-for-profit 501(c)(3) membership organization dedicated to the restoration, ongoing preservation and improvement of Glade Run Lake and its adjacent lands. In addition the corporation encourages its use for outdoor recreation and environmental conservation and education.

Glade Run Lake and lands are located in Butler County, Pennsylvania and owned by the Commonwealth of Pennsylvania.

2.2. The organization shall not engage in any activity inconsistent with: (a) the provisions for not-for-profit status in Section 501(c)(3) of the Internal Revenue Code of the United States; (b) the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time; and (c) other applicable law(s).

ARTICLE III: Membership

3.1 Membership is open to anyone who supports the mission and purpose of the organization and who has paid their dues.

3.2 The dues and duration of membership cycles shall be set by the Board of Directors.

3.3 Members shall have no voting rights. Members are invited to all public meetings and encouraged to participate in operational committees.

3.4 The organization may create other classes of "membership," such as contributing members or honorary members, at the discretion of the Board of Directors.

3.5 The Officers and Directors who comprise the Board of Directors shall have all powers and duties for the conduct of the activities of the organization and shall be the only voting members of the organization.

3.6 Individuals interested in the organization but who are not dues-paying members shall be recognized as friends or donors of Glade Run Lake or other appropriate name at the discretion of the Board of Directors and shall be eligible to participate in volunteer capacities.

ARTICLE IV: Organization

- 4.1. **Operations:** The business operations of the organization shall be managed by a Board of Directors under such rules as the Board may determine and subject to the specific conditions of these bylaws.
- 4.2. **Board of Directors:** The Board of Directors shall consist of the four (4) Officers (President, Vice President, Treasurer and Secretary) and five (5) Directors. The Board of Directors is also known for purposes of these bylaws as the "Board."
- 4.3. **Principal Office:** The principal office of the organization shall be 166 Love Road, Valencia, PA 16059 or such other location as the Directors may from time to time determine.

ARTICLE V: Operations

- 5.1. **Vote:** Each Director and Officer in good standing shall be entitled to one (1) vote. An affirmative vote of a simple majority of the Board of Directors at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is participating.
- 5.2. **Quorum:** A quorum consists of a minimum of 5 members of the Board of Directors participating.
- 5.3. **Election:** The initial Officers are set forth in the Unanimous Written Consent of Incorporator. All successor Officers and Directors shall be chosen annually by the Board in accordance with term cycles by the Board at the Annual Meeting of the Board of Directors. The President shall coordinate the nominating process.
- 5.4. **Terms:** Terms of Officers and Directors shall be two years each and staggered after an initial period of modified term lengths as determined by the Board in order to establish staggered terms and until their successors are elected and qualified. Officers and Directors may serve for a maximum of four consecutive terms. Previous Officers and Directors will be eligible for re-election to the Board. Officers or Directors that have served for four consecutive terms are eligible after being off the Board for one complete term year.
- 5.5. **Annual Meeting:** The Annual Meeting of the Directors shall be held at least 30 days prior to the start of the next calendar year and upon five (5) days notice to each member of the Board.
- 5.6. **Special Meetings:** Special meetings of the Board may be called by the President or any two (2) Directors or Officers at any time.

5.7 **Communication:** Written communication and notice of meetings to the Board, unless otherwise set forth, shall be by email.

5.8 **Duties:**

- A. **President:** Shall have general supervision of the affairs of the organization. Shall preside at all meetings, and, through the Board, is responsible for ensuring that the organization's business is performed in a proper manner.
- B. **Vice-President:** Shall perform the duties of the President in his/her absence and perform such other duties normally executed by the President.
- C. **Treasurer:** Shall hold and give account of all monies of the organization, collect and disburse funds in a business-like manner, and perform all other duties normally associated with the office of Treasurer.
- D. **Secretary:** Shall give notice to all meetings of the Board of Directors, record And distribute minutes of meetings, be custodian of all records and reports of The organization and perform other duties normally associated with the office of Secretary.

5.9. **Committees:**

- A. **Establishment:** The Board of Directors may establish such committees with such powers, as they deem desirable for the operation of the organization.
- B. **Appointment of Committee Chairs:** Unless otherwise determined by the Board, the President shall appoint chairs of all committees which are created by the Board of Directors or these bylaws.
- C. **Expenditures:** No committee may expend organization funds without authorization of the Board.

ARTICLE VI: Finances

6.1 **Fiscal Year:** The fiscal year shall begin January 1.

6.2. **Budget:** Financial obligations of the organization shall be approved by the Board of Directors through an annual budget and other documented Board actions, as to meet the needs of the organization.

6.3. **Audit:** an internal committee appointed by the President shall audit The financial records of the organization annually. From time to time external audits may be undertaken as determined by the Board.

- 6.4. **Financial Management:** The funds of the organization shall be deposited in the name of the organization in financial institution(s) designated by the Board of Directors. All checks and other documents and papers shall be signed or endorsed on behalf of the organization by two persons designated by the Board of Directors unless otherwise explicitly specified by the Board.
- 6.5. **Compensation:** The Board shall serve without pay, but may be reimbursed actual expenditures while conducting organization business providing that these expenses receive authorization of the Board. No reimbursements shall be made without expense Receipts.
- 6.6. **Dissolution:** The Board of Directors shall direct that a resolution recommending Dissolution is submitted to a vote of the Board at a regular or special meeting following procedures set forth under Sections 5.5-5.7.
- In the event of dissolution of the organization, disposition of funds shall be determined by the Board of Directors. Organizational funds remaining uncommitted after dissolution will be donated to an organization designated that is a purely public charity as designated by the Board in accordance with federal and state law applicable to not-for-profit organizations chartered under Section 501(c)(3) of the Internal Revenue Code.
- 6.7. **Liability:** The Officers, Board of Directors, and committee members shall not be personally liable for the debts, liabilities, actions or obligations of the organization.

ARTICLE VII: Vacancies

- 7.1. The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring on the Board as a result of death, resignation, disqualification or otherwise.
- 7.2. **Resignation:** Any Director or Officer may resign from office at any time. Such resignation shall be made in writing, and to take effect from the time of its receipt by the Board, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

ARTICLE VIII: Indemnification

- 8.1. Every member of the Board of Directors shall be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board or Officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board. The indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization.

8.2. **Continuing Right to Indemnification:** The indemnification and advancement of expenses shall continue as to any person who has ceased to be an Officer or Director of the organization and shall inure to the benefit of the heirs, executors and administrators of such person.

8.2. **Other Rights.** This article shall not be exclusive of any other right, which the organization may have to indemnify any person as a matter of law.

ARTICLE IX: Amendments

9.1. These bylaws may be amended at any meeting of the Board of Directors that meets quorum requirements. A two-thirds vote by those Directors present is required to alter, amend or repeal these bylaws. Directors will be provided with the proposed changes at least 30 days prior to the meeting where the vote is called.