



## **BYLAWS**

### **ARTICLE I** **Definitions**

**Land Trust** – North Branch Land Trust, a Pennsylvania non-profit corporation.

**Articles** – the Land Trust’s Articles of Incorporation as filed in the Department of State of the Commonwealth of Pennsylvania on February 1, 1994, and amended on June 5, 2000.

**Board** – the Land Trust’s Board of Directors as described in Article IV.

**Officer** – An Officer of the Land Trust as described in Article V.

### **ARTICLE II** **Name, Principal Office and Purpose**

**Section A. Name.** The name of the Land Trust is the “North Branch Land Trust.”

**Section B. Principal Office.** The principal office of the Land Trust is located at 11 Carverton Road, Trucksville, PA 18708. NBLT may also have offices at such other places as the Board may from time to time determine.

**Section C. Purpose.** The purpose of the Land Trust is to work in partnership with landowners and their communities to conserve the scenic, natural and working landscapes that sustain the community, and all other lawful activities as permitted by law. In no instance shall the Land Trust be authorized to engage in any activities that cause revocation of its status as a non-profit conservation entity.

### **ARTICLE III** **Membership**

North Branch Land Trust shall have no members. All voting rights shall rest with the Board. The Board may establish different classifications for contributors to the Land Trust, who may be referred to as “members,” “supporters,” “friends,” and/or other classifications deemed appropriate by the Board. In no event, however, shall such contributors obtain voting rights in the Land Trust by virtue of any contribution or classification.

### **ARTICLE IV** **Board of Directors**

**Section A. General Powers.** The Board of the Land Trust has all powers conferred on it by law, the Articles, and these Bylaws, including the authority to conduct its business and to contract for the services on behalf of the Land Trust. The Board shall be responsible for establishing goals, objectives, and policies of the Land Trust and identifying the proper mechanisms for supporting and promoting the same.

The Board shall have the power to employ, on terms and conditions approved by the Board, such staff as the Board may from time to time determine to be necessary to accomplish the mission of the Land Trust.

*Section B. Number.* The number of Directors may vary between a minimum of five (5) and a maximum of twenty-one (21).

*Section C. Election, Term of Service, Vacancies, Resignation, Attendance, and Removal.*

1. Election. Directors shall be elected by the affirmative vote of a majority of the Board then serving at the Annual Meeting of the Board or at any other meeting of the Board called for such purpose. Notice of the Annual Meeting shall be given in accordance with Article IV, Section E.1 of these Bylaws.

2. Term of Service. The term of service for Directors shall be three (3) years. A Director may serve up to three (3) complete terms consecutively. Partial terms are not included in this term limitation. A former Director will be eligible for re-nomination to the Board one (1) year after the end of his or her last term of service.

3. Vacancies. Any opening occurring on the Board shall be filled by the affirmative vote of a majority of the Board then serving. A Director elected to replace another Director who has ceased to serve shall fill the remainder of that Director's term of service, which shall be considered a partial term. An additional/added Director not elected at an Annual Meeting shall be considered to be serving a partial term until the next Annual Meeting, when his or her first full three-year term shall begin.

4. Resignation. Any Director may resign at any time by notifying the Chairman of the Board or the Secretary in writing. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein.

5. Attendance. Each member of the Board should attend a majority of the meetings of the Board per year. If a Director fails to attend a majority of meetings of the Board per year, this may be cause for removal of the Director from the Board after a review of his/her status.

6. Removal. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds of the Board then serving (excluding the vote of the Director sought to be removed).

*Section D. Compensation.* Directors shall not receive compensation for their Board services but may be reimbursed for expenses related to Board service.

*Section E. Meetings.*

1. Annual Meetings. A regular Annual Meeting of the Board for the purposes of election of Directors and Officers and for the transaction of such other business as may properly come before the meeting shall be held during the month of December each year at such time and place as may be determined by the Board, or if the Board has not so determined within twelve months of the last regular Annual Meeting, at such time and place as may be determined by the Chairman of the Board.

2. Additional Meetings. Additional Meetings of the Board may be called at the request of the Chairman of the Board or any two (2) Directors.

3. Notice. Notice of each Annual or Additional Meetings of the Board shall be given at least five (5) days in advance of the meeting by written notice delivered personally, sent by mail, or email to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute waiver of such notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Annual or Additional Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4. Quorum and Action. Except as otherwise provided in these Bylaws, 1/3 (one-third) of the Directors serving the organization at the commencement of any meeting shall constitute a quorum for the transaction of business at that meeting. If a quorum is present, action is taken by the affirmative vote of a

majority of the Directors present, except as otherwise required by law or provided by either these Bylaws or any specific policy of NBLT.

5. Manner of Meeting. Any Director may participate in any meeting of the Directors or of any committee (provided such Director is otherwise entitled to participate), be counted for the purpose of determining a quorum thereof and exercise all rights and privileges to which such Director might be entitled were such Director personally in attendance, including the right to vote, or any other rights attendant to presence in person at such meeting, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other.

6. Proxies. Directors shall not be permitted to vote by proxy at any Annual or Additional Meeting of the Board or of any committee.

7. Consents. Except for the dissolution or merger of the Land Trust, any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if all the Directors then serving sign a consent in any form of writing, including e-mail, which sets forth the action to be taken or so taken. Consent(s) shall be filed as if they were Minutes of a regular meeting.

## **ARTICLE V**

### **Officers**

*Section A. Officers*. The Officers of the Land Trust shall be, at a minimum, a Chairman of the Board, a Vice-Chairman, a Treasurer, and a Secretary. The Board may elect such other Officers as it shall deem necessary and desirable, such Officers to hold their offices for such terms and to have the authority and perform the duties prescribed from time to time by the Board.

*Section B. Election, Term of Office, Vacancies, Resignation, and Removal*.

1. Election. The Officers of the Land Trust shall be elected by the affirmative vote of a majority of the Directors then serving at the Annual Meeting of the Board or at a special meeting of the Board called as soon thereafter as conveniently may be done. If more than one candidate for an office is nominated, a Director shall not vote for himself/herself.

2. Term of Office. Except as hereinafter provided, the term of office for Officers shall be one (1) year. An Officer may serve up to six (6) complete terms consecutively. Partial terms are not included in this limitation. A former officer will be eligible for re-nomination to the same office one (1) year after the end of his or her last term of that office.

3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of a majority of the Directors then in office for the unexpired portion of the term at a meeting called in accordance with Article IV, Section E.3 of these Bylaws.

4. Resignation. Any Officer may resign at any time by notifying the Chairman of the Board or the Secretary in writing. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

5. Removal. Any Officer or agent appointed by the Board may be removed, with or without cause, by the affirmative vote of two-thirds of the Directors then serving (excluding the vote of any Director who is the Officer or agent sought to be removed).

*Section C. Fidelity Bonds*. The Land Trust may obtain for each Officer and employee of the Land Trust a bond, in such sum and with such number of sureties as the Board shall from time to time determine, for the faithful performance of his or her duties, and for the restoration to the Land Trust, in case of his or her death, resignation, removal, or disqualification, of all books, papers, vouchers, money or other property of

whatever kind belonging to the Land Trust which may be in his or her possession or under his or her control.

*Section D. Duties of Officers.*

1. Chairman of the Board: The Chairman of the Board has general supervision over the business and operations of the Land Trust, subject, however, to the control of the Board. The Chairman presides at all meetings of the Board and of the Executive Committee. In general, he or she performs all duties normally incident to the office of Chairman, and such other duties as may be specified by the Board from time to time.

2. Vice-Chairman: In the absence or disability of the Chairman, or when so directed by the Chairman, the Vice-Chairman may perform all duties of the Chairman. When so acting, he or she has all the powers of, and is subject to all the restrictions upon, the Chairman. The Vice-Chairman may also perform such other duties as may be specified by the Chairman or the Board from time to time.

3. Treasurer: The Treasurer has oversight of all receipts and disbursements of the Land Trust and of the custody of its funds and securities. He or she chairs the Finance Committee and in general performs all duties normally incident to the office of Treasurer, and such other duties as may be specified by the Board from time to time. The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the preceding fiscal year. Such statement shall be provided to the Board at the Annual Meeting.

4. Secretary: The Secretary records all Minutes of the meetings of the Board and of the Executive Committee, and all votes of the Directors. The Secretary may delegate recording of all minutes of meetings and votes to another officer, Board member or staff person as he or she sees fit. He or she has oversight of the corporate records of the Land Trust and of the keeping and filing of records and reports required by law, and in general performs all duties normally incident to the office of Secretary, and such other duties as may be specified by the Board from time to time.

## **ARTICLE VI** **Committees**

*Section A. Standing Committees.* Here shall be the following standing committees:

1. Executive Committee. The Board shall elect an Executive Committee to serve until the next Annual Meeting of the Board of each year. The Executive Committee shall be comprised of the Officers of the Land Trust and shall meet at such time and places as shall be designated by the Chairman of the Board. Special meetings may be called by any member of the committee by giving written notice thereof to the other members of the committee. Except as otherwise specified in the Bylaws, the committee shall have the power to act for the Board between Board meetings, excluding approval of the Annual Budget. All legal or governing functions are the responsibility solely of the Executive Committee or the Directors.

2. Finance Committee. The Finance Committee shall be comprised of the Treasurer and at least two (2) other Directors chosen by the Chairman of the Board. The Treasurer of the Board shall chair the committee. Non-Board members may be included on the committee at the discretion of the committee chairman.

*Section B. Other Committees.* Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present, or be appointed at any time by the Chair. They shall meet at a time and places designated by the committee chair.

## **ARTICLE VII**

### **Books and Records**

The Land Trust shall keep correct and complete books and records of accounts and shall also keep Minutes of the proceedings of its Board and of committees having any authority of the Board and shall keep at the registered office a record giving the names and addresses of the Directors. All books and records of the Land Trust may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE VIII** **Fiscal Year and Audit**

*Section A.* **Fiscal Year.** The fiscal year of the Land Trust shall begin on the first day of July and end on the last day of June in each calendar year, unless otherwise determined by the Board.

*Section B.* **Audit.** The Treasurer shall cause to have the accounts of the Land Trust audited annually prior to the Annual Meeting of the Board.

### **ARTICLE IX** **Seal**

The seal of the corporation shall be circular in form and contain the name of the corporation, the words "Corporate Seal" and "Pennsylvania" and the year the corporation was formed in the center.

### **ARTICLE X** **Personal Liability of Directors**

No Director shall be personally liable for monetary damages for any action taken or any failure to take any action, except as permitted or required by law.

### **ARTICLE XI** **Indemnification and Insurance**

*Section A.* **Indemnification.** The Land Trust shall indemnify its Officers and Directors, when discharging their duties in good faith and for a purpose reasonably believed to be in the best interest of the Land Trust, against expenses (including legal expenses), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened to be brought against such person, including actions or suits by or in the right of the Land Trust to the fullest extent allowed by law. The indemnification provided by this section shall continue as to any person who ceases to be an Officer or Director of the Land Trust and shall inure to the benefit of the heirs, executors and administrators of such person(s). This section is not exclusive of any other right that the Land Trust may have as a matter of law to indemnify any person.

The Board may, by resolution, similarly indemnify any person other than a Director or Officer of the Land Trust to the fullest extent now or hereafter permitted by law for liabilities incurred by such person in connection with services rendered for or at the request of the Land Trust.

The provisions of this section shall be applicable to all actions, suits or proceedings commenced after its adoption, whether such arise out of acts or omissions which occurred as to a person who has ceased to be Director or Officer or to render services for or at the request of the Land Trust and shall inure to the benefit of the heirs, executors and administrators of such person, except such rights shall not be applicable in the case of self dealing, willful misconduct and/or recklessness.

*Section B. Advances.* The Land Trust may pay the expenses incurred by any person entitled to be indemnified by the Land Trust in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt and undertaking by or on behalf of such person, to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Land Trust as authorized by law.

*Section C. Insurance.* The Land Trust shall at all times maintain appropriate officers' and directors' liability insurance. The Land Trust shall also at all times maintain appropriate general liability insurance.

## **ARTICLE XII**

### **Miscellaneous Provisions**

*Section A. Contracts and Other Documents.* Except as otherwise required by law, the Articles of Incorporation, or the Bylaws, the Board may authorize any Officer or Officers, agent or agents, of the Land Trust, in addition to the Chairman of the Board, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Land Trust, and such authority may be general or confined to specific instances.

*Section B. Checks, Drafts, Loans, Etc.* All checks, drafts, loans, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Land Trust shall be signed by such Officer or Officers, agent or agents of the Land Trust, and in such manner, as shall from time to time be determined by the Board. In the absence of such determination, such instrument shall be signed by two officers or one officer and the Executive Director of the Land Trust.

*Section C. Deposits.* All funds of the Land Trust shall be deposited to the credit of the Land Trust in such banks, trust companies, or other depositories as the Board may from time to time select.

*Section D. Gifts.* The Board or Executive Committee may accept on behalf of the Land Trust any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation. No gift of an interest in land shall be effective and deemed to have been received until it shall have been accepted by the Board.

*Section E. Waiver of Notice.* Whenever any notice whatsoever is required to be given under the provisions of the Bylaws, the Articles, or the laws of Pennsylvania, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*Section F. Savings Provision.* In the event that any portion of these Bylaws is held to be invalid by a Court of the Commonwealth of Pennsylvania, the remainder of these Bylaws shall not be affected.

**ARTICLE XIII**  
**Amendments, Dissolution, and Merger**

*Section A. Bylaws.* Proposed amendments to these Bylaws may be initiated by the Board. The Secretary will notify the Board of any proposed Bylaw amendments at least fifteen (15) days before the Annual or Additional Meeting to act on same. The proposed amendment to the Bylaws may be adopted by the affirmative vote of two-thirds of the Directors present at any Annual or Additional Meeting of the Board.

*Section B. Articles of Incorporation.* The Articles of Incorporation of the Land Trust may be altered or amended by the affirmative vote of two-thirds of the Directors then serving at any Annual or Additional Meeting of the Board. Proposed amendments to the Articles of Incorporation may be initiated by the Board. The Secretary will notify the Board of any proposed Article amendments at least fifteen (15) days before the Annual or Additional Meeting to act on same.

*Section C. Dissolution or Merger.* The Land Trust may be dissolved or merged by the affirmative vote of two-thirds of the Directors then serving at any Annual or Additional Meeting of the Board. A quorum for purposes of this vote shall be the presence in person or by telephone conference call of a majority of the Directors then serving. If at any time the Land Trust shall be dissolved and there shall remain in its possession any assets, these shall not be distributed to any Director of the Land Trust. Instead, the Board shall, after paying all liabilities of the Land Trust, if any, dispose of all remaining assets in accordance with the Articles of Incorporation, these Bylaws, Land Trust policies and applicable law, in a manner consistent with the Land Trust's mission.

**Adopted by the Board of Directors of NBLT at its December 20, 2012 meeting.**