

The Friends of the Nescopeck Watershed Association

By-Laws

Article 1: Name

1.1 The name of this organization shall be the Friends of the Nescopeck (hereafter referred to as the “association”).

Article 2: Purpose

2.1 The association is an organization whose purpose is to:

2.1a Promote the recognition, conservation and improvement of the flora, fauna, fish and wildlife habitat, culture and water quality of the Nescopeck Creek watershed, from its headwaters in Luzerne County, PA to the mouth of the main stem in the Susquehanna River near Berwick.

2.1b Develop and assist in programs that identify, assess and monitor areas of impact within the watershed.

2.1c Develop and assist in programs that are aimed at the maintenance and improvement of the natural, cultural and economic resources of the watershed.

Article 3: Organization Structure

3.1 The association is organized exclusively for charitable, religious, educational, conservation or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code.)

3.2 No part of the net earnings of the corporation / organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation / organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation / organization shall be that carrying on of partisan promotion of any political campaign, or otherwise attempting to influence a partisan political campaign, and the corporation / organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3.3 Notwithstanding any other provision of these articles, the corporation / organization shall not carry on any other activities not permitted to be carried on (a) by a corporation / organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax code) or (b) by a corporation / organization, contributions to which are deductible under Section 170(c)(20) of the Internal Revenue Code (or corresponding section of any other Federal Tax Code.)

3.4 Upon dissolution of this corporation / organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article 4: Membership

4.1 Any person who subscribes to the purposes of this association shall be eligible for membership upon submitting an application and paying the annual dues.

4.2 The membership dues and the corresponding membership level shall be determined by the membership at the annual meeting and shall continue until changed by vote as herein provided. There shall be no apportionment of the annual dues. New member dues received after September 1) will include membership for the following year.

4.3 Meetings of the general membership shall be held on the first Wednesday of Feb, Mar, Apr, May, Jun, Jul, Aug, Sep and Oct at such time and place as designated by the Executive Committee. The Board of Directors upon two weeks' notice may convene special meetings.

4.4 The annual meeting (open to the general membership) shall be held on the first Wednesday of November.

4.5 The Board of Directors will also convene a special meeting of the membership upon written request of the larger of (a) ten members, or (b) ten percent of the membership.

Article 5: Board of Directors

5.1 The Board of Directors, shall consist of 6 members, the initial Board shall be made up of Charter Members. After which and according to the provisions provided herein, the members of the Board shall be elected from the membership.

5.2 Meetings of the Board of Directors shall be held annually on the first Wednesday of January. The President or Secretary can convene special meetings of the Board upon 48 hours' notice.

5.3 Terms of office shall be (3) years. After the term of the initial Board, one third of the Board shall be elected each year at the annual meeting. After the initial three (3) years of the Association, three approximately equal classes will be elected to achieve the staggered terms. In the event no candidate is available to replace the Board member, the Board member may choose to retain the position.

5.4 A Board member can be removed by the majority vote of the membership present at a meeting called for this purpose.

5.5 When a board vacancy occurs, a member may be elected by the majority of the Board to fill the vacancy until the next annual meeting of the membership.

5.6 It is the duty of the Board to set policy and carry out the business of the Association.

Article 6: Officers

6.1 The officers of the association shall consist of a President, Vice President, Secretary and Treasurer, who shall also be members of the Board of Directors.

6.2 The officers shall be elected for a one-year term by the membership at the annual meeting followed by Board of Directors approval at the first Board meeting following the annual meeting of members. Each officer can serve a maximum of three (3) consecutive one-year terms in that office. In the event no candidate is available to replace an officer after three terms, the officer may choose to retain the office.

6.3 Each of the officers shall perform the duties as outlined:

President: The president shall preside at Association meetings and direct the activities of the Association.

Vice-president: The vice-president shall conduct meetings in the absence of the president and support the president in conducting Association activities.

Secretary: The secretary shall maintain a written record of all General Membership meetings and Board of Directors meetings.

Treasurer: The treasurer receives all monies due the Association, pays bills out of funds on hand and reimburses any member expenses. A financial report shall be prepared for each meeting.

6.4 The succession of officers is as follows: President, Vice President, Secretary and Treasurer.

Article 7: Committees

7.1 The Association shall have two (2) standing committees, the Executive Committee, and the Nominating Committee.

7.2 The Executive Committee shall be made up of the officers and shall be empowered to act on behalf of the Board of Directors. Actions of the Executive Committee must be reviewed at the next Board meeting.

7.3 The Nominating Committee, consisting of three members appointed by the Board, shall prepare a slate of candidates for vacancies on the Board of Directors, and present these at the annual meeting. Nominations for the Board of Directors may also be made from the floor at the annual meeting with the prior consent of the nominee.

7.4 The President shall appoint all other committees, set their time for existence, and set the scope of their activity.

Article 8: Quorum and Voting

8.1 Membership: A quorum shall consist of those members present at any general membership meeting. The affirmative vote of a majority of those present and voting shall constitute the action of the membership. The Board Member presiding at the meeting shall not cast a vote except to break a tie.

8.2 Directors: A quorum shall be a majority of those in office. The affirmative vote of a majority of the quorum shall be the action of the Board of Directors.

Article 9: Miscellaneous

9.1 The fiscal year shall be the calendar year.

9.2 The Board of Directors shall be responsible for submitting a budget for the following year to the membership at its annual meeting.

9.3 Funds of the Association shall be deposited in a financial institution selected by the Board of Directors. All expenses shall be paid by check. The President, Secretary or Treasurer shall be authorized to sign checks. Any Check for more than two hundred dollars (\$200.00) must be signed by two authorized signatures.

9.4 Reimbursements shall require an expense voucher accompanied with receipts.

9.5 Documents indicating the action of the Association shall be signed by two officers.

9.6 A financial audit shall be performed every two (2) years.

Article 10: Amendments

10.1 The Association shall be governed by the approved by-laws. These by-laws may be added to or amended in a meeting of members under the following conditions: (1) The amendments shall be prepared in written form and mailed to the address of record of all members one month before the meeting in which they shall be voted upon. (2) It shall require a majority vote of the members present at the meeting to amend the by-laws.

Adopted:

(a/o 19 June 2002)

Revised: 7 January 2026