

BYLAWS

**PENNSYLVANIA ASSOCIATION OF
CONSERVATION DISTRICTS, INC.**

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DEFINITIONS

- a. Alternate Voting Delegate – A person selected by their Conservation District, in accordance with these Bylaws, to vote on behalf of the Conservation District at Executive Council and Region Meetings in the absence of the Voting Delegate.
- b. Associate Director – A person appointed by a Conservation District Board of Directors to assist the Conservation District.
- c. Cooperating Agencies – Federal, state or local departments, agencies, commissions or other bodies of government, or non-governmental entities that cooperate with the PACD.
- d. Conservation District – any county in the Commonwealth whose county governing body has, by resolution, declared said county to be a Conservation District.
- e. Conservation District Director – A person appointed by the county governing body as a Conservation District Director to a county Conservation District.
- f. Conservation District Staff – A person hired by the Conservation District or county and assigned to carry out duties for the Conservation District.
- g. Executive Board – The officers of the PACD and the six Region Directors.
- h. Executive Council – A decision-making body composed of one Voting Delegate from each legally organized Conservation District.
- i. Executive Director – A person hired by the Executive Board to manage the operations of the PACD and to hire, fire, and supervise the staff of the PACD.
- j. Financial Secretary – A person or persons appointed by the Executive Board to assist with financial matters including those delegated by the Treasurer. This person(s) designated is not an officer of the PACD.
- k. Fiscal year – July 1 through June 30.
- l. Good standing – Conservation District Directors, Associate Directors or Conservation District Staff from Conservation Districts whose dues were paid in full during the previous PACD fiscal year; provided upon a showing of extenuating circumstances by a Conservation District, the Executive Board, at its discretion, may permit a late payment or waive all or part of the unpaid dues.
- m. Quorum:
 - 1. Executive Council – Twenty-five percent of the membership of the Executive Council shall constitute a quorum for the purpose of conducting the business of the meeting.
 - 2. Executive Board – A simple majority of those members of the Executive Board entitled to vote shall constitute a quorum for the purpose of conducting the business of the meeting.
 - 3. Region Meeting – A simple majority of the Conservation Districts in good standing in the Region shall constitute a quorum for the purpose of conducting the business of the meeting.
 - 4. Committee Meeting – A simple majority of the membership of the Committee shall constitute a quorum for the purpose of conducting the business of the meeting.
- n. Recording Secretary – A person or persons appointed by the Executive Board to record actions and correspond on behalf of the PACD.
- o. Special meeting – A meeting of the Executive Council called by the President.
- p. Sufficient Cause – Sufficient Cause shall include, but shall not be limited to, conduct (i) that constitutes willful violation of the Bylaws or of any rule, regulation, policy or procedure of PACD; (ii) that impairs or interferes with the orderly governance or functions of PACD; or (iii) that negatively affects, or is deemed likely to negatively affect, the good name or reputation of PACD; and Sufficient Cause also shall include the failure to pay dues or other amounts payable by conservation districts.
- q. Voting Delegate – A person selected by their Conservation District, in accordance with these Bylaws, to vote on behalf of the Conservation District at Executive Council and Region Meetings.

ARTICLE I – ORGANIZATION

Section 1. Name

The name of the organization shall be Pennsylvania Association of Conservation Districts, Inc. (PACD), a non-profit corporation.

Section 2. Modification of Name

The organization may at its pleasure by a vote of the Executive Council change or modify its name.

Section 3. Purposes

The PACD is a non-profit organization that supports, enhances, and promotes Pennsylvania's Conservation Districts and their programs. Conservation Districts work to enhance and promote locally led conservation efforts that support the wise use of the state's natural resources. The PACD primarily serves as the collective voice for Pennsylvania's 66 county Conservation Districts. PACD provides advocacy, education, technical assistance, training, program coordination and facilitation to Conservation Districts and their constituents. The PACD works side-by-side with private organizations, business and industry partners, and many federal and state agencies.

Provided however, that no part of the net earnings of this corporation shall inure to the benefit of any member; and provided further that no substantial part of the activities of this corporation or any organization to which it contributes shall be carrying on of propaganda, or otherwise attempting to influence, participate in or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 1. Membership

The membership shall consist of all Directors, Associate Directors, and Staff of Conservation Districts in Pennsylvania. Such persons have no voting rights except as provided in Article VI.

Section 2. Rights and Privileges

Each Conservation District in good standing shall have equal rights and privileges.

Section 3. Affiliate Membership

There is an Affiliate Membership program open to people who would like to help further the purposes of the PACD. Affiliate Members have no voting rights in the PACD. The terms and conditions of the Affiliate Membership program shall be determined by the Executive Council from time to time.

ARTICLE III – OFFICERS

Section 1. Officers

Officers of the PACD shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. All officers shall be District Directors in good standing. The new officers shall take office at the close of the Annual Meeting at which they were elected. At the option of the officers, the Executive Board may appoint a Recording Secretary and/or a Financial Secretary neither of whom shall be an officer of the corporation.

Section 2. Election of Officers

The officers of the PACD shall be elected annually at the Annual Meeting of the Executive Council of the PACD to serve until the next Annual Meeting and until their successors are elected and qualified, provided that they may be removed from office by action of the Executive Council. Officers may be re-elected for a second consecutive term. The Executive Council will fill, by election, unexpired terms for Secretary, Treasurer, or Second Vice President, at a regular or special meeting.

Section 3. Duties and Responsibilities of Officers

The duties and responsibilities of the officers of the PACD will be to administer the affairs of the PACD in accordance with its bylaws, programs, as defined, and policies in accordance with the specific duties outlined below.

Section 4. Duties and Responsibilities of the President

The duties and responsibilities of the President shall be:

- a. To preside over all meetings of the Executive Board and Executive Council.
- b. To maintain positive relations with the various state and federal agencies cooperating with the Conservation Districts.
- c. To maintain positive relations with other organizations and groups.
- d. To keep all members informed of all PACD activities and concerns.
- e. To assume such additional duties as required to maintain an efficient organization.
- f. To consult with other officers of the PACD and the Executive Director on important business arising between meetings of the Executive Council and take such action as deemed necessary.
- g. To be the alternate National Association of Conservation Districts representative. In case the President is not able to assume these duties, the designation passes successively to the First Vice President, Second Vice President, Secretary, and Treasurer.
- h. To appoint a Parliamentarian at his or her discretion for the orderly conduct of meetings.

Section 5. Duties and Responsibilities of the First Vice President

The duties and responsibilities of the First Vice President shall be:

- a. To assist with administrative and representative duties of the PACD as requested by the President.

- b. To act for the President in his absence and to assume the position of President if a vacancy arises.
- c. To be familiar with the activities and interests of the PACD.

Section 6. Duties and Responsibilities of the Second Vice President

The duties and responsibilities of the Second Vice President shall be:

- a. To assist the President by carrying out assigned duties.
- b. To assist in improving relations among the cooperating agencies.
- c. To act for the President in the absence of both the President and the First Vice President and to assume the position of First Vice President if a vacancy arises.

Section 7. Duties and Responsibilities of the Secretary

The duties and responsibilities of the Secretary shall be:

- a. To be responsible for all notices of meetings, elections, membership dues, and committee appointments.
- b. To be responsible for maintaining minutes of PACD meetings and other records as deemed advisable by the President.
- c. To serve as custodian of all correspondence, minutes, and other records of the PACD, with the exception of fiscal records.
- d. To act on such routine matters as designated by the President or assigned by the Executive Council.
- e. To coordinate with, and generally supervise the Recording Secretary if any have been appointed.

Section 8. Duties and Responsibilities of the Treasurer

The duties and responsibilities of the Treasurer shall be:

- a. To agree to be bonded or covered by PACD insurance, including any designee.
- b. To be responsible for the custody of all assets of the PACD.
- c. To sign all checks, drafts, or instruments for the payment of money.
- d. To be responsible for maintaining an accurate set of records of receipts and disbursements.
- e. To be responsible for the deposit of all monies received in an insured financial institution to the credit of and in the name of the PACD.
- f. To be responsible for the payment of all bills obligated in the approved budget for the year and for the payment of all other bills after approval by the Executive Council or Executive Board.
- g. To make a financial report at the annual meeting and when requested by the President.
- h. To make a full statement of the condition of the PACD Endowment Fund at the annual meeting.
- i. To serve as custodian of all financial records.
- j. To present all records annually for audit.
- k. To coordinate with, and generally supervise, the Financial Secretary, if any have been appointed.

ARTICLE IV – NATIONAL ASSOCIATION OF CONSERVATION DISTRICTS DIRECTOR

Section 1. Election of the National Association of Conservation Districts Director

- a. The representative of the PACD to the National Association of Conservation Districts shall be a Conservation District Director in good standing and a past member of the Executive Board.
- b. The representative shall be elected biannually in even numbered years at the Annual Meeting of the Executive Council of the PACD and may be re-elected for an unlimited number of terms.

Section 2. Duties and Responsibilities of the National Association of Conservation Districts Director

The duties and responsibilities of the National Association of Conservation Districts Director shall be:

- a. To serve as an ex-officio non-voting member of the Executive Board.
- b. To be willing and able to fulfill the responsibilities outlined in the National Association of Conservation Districts Board of Directors Job Description.

ARTICLE V – EXECUTIVE BOARD

Section 1. Membership

The officers of the PACD and the six Region Directors shall constitute an Executive Board which may, at the call of the President, meet between Executive Council Meetings to act on behalf of the PACD. The National Association of Conservation Districts Director shall serve as an ex-officio non-voting member of the Executive Board. Each Conservation District represented on the Executive Board shall have one vote; and in the event any Conservation District shall be represented by more than one person (for example, by more than one officer or by an officer and a Region Director), such Conservation District shall determine and shall advise the Secretary which person shall have the right to vote.

A simple majority of the membership of the Executive Board shall constitute a quorum for the purpose of conducting the business of the meeting.

Section 2. Duties of the Executive Board

The Duties of the Executive Board shall be:

- a. To set policies, establish procedures, and make decisions as needed in order to act on the activities on behalf of the PACD between Executive Council meetings.
- b. To approve payment for items not covered by the annual budget in emergency situations between Executive Council meetings.
- c. To hire, fire, conduct the annual performance evaluation and establish the salary of the Executive Director.

- d. With the assistance of PACD staff, to develop the annual budget to be presented at the appropriate Executive Council meeting to coincide with PACD's fiscal year and if not adopted there it must be presented and adopted at the next Executive Council meeting.
- e. To appoint Chairmen and members of all permanent committees from the Conservation Districts in good standing.
- f. To appoint such temporary committees for specific purposes as may be necessary. These committees shall be appointed from the membership.
- g. To annually appoint an Audit Committee consisting of at least three Executive Board members who have no existing financial, family, or other personal ties to management of the organization. The Audit Committee shall have no power to act on behalf of the Executive Board but shall present its recommendations to them. The responsibilities shall include, but not be limited to, recommending selection of an audit firm to conduct an independent audit of the organization's financial statements, reviewing the audit scope and fees, reviewing and addressing the management letter and auditor's comments or any difficulties encountered during the course of the audit, and recommending actions to the Executive Board based on audit findings.
- h. To oversee the activities of all standing and temporary committees.
- i. To appoint a person to serve until the next Executive Council meeting to fill a vacancy for Secretary, Treasurer or Second Vice President where he or she is unable or unwilling to continue their term.
- j. To remove any member of the PACD when sufficient cause exists for such removal. The Executive Board may entertain charges against any member. A member may be represented by counsel upon any removal hearing which shall be convened by the Executive Board. In the event the Executive Board conducts a hearing to consider termination of a member, it shall adopt rules of hearing that it deems appropriate and that are in accordance with relevant provisions of Robert's Rules of Order, and it also may obtain advice from counsel. However, a hearing shall not be required in the case of termination for failure to pay dues or other amounts owed by a Conservation District.

ARTICLE VI – VOTING

Section 1. Voting

Each Conservation District shall have one vote at PACD Region Meetings and Executive Council meetings which shall be cast by its Voting Delegate, or by an Alternate Voting Delegate, selected and certified on behalf of the Conservation Districts as provided below. To be entitled to vote, the Conservation District must be in good standing by having paid its dues during the previous PACD fiscal year; provided upon a showing of extenuating circumstances by a Conservation District, the Executive Board, at its discretion, may permit a late payment or waive all or part of the unpaid dues.

Executive Board members shall each have one vote at all Executive Board meetings.

Those persons identified as being members in Article II, Section 1 shall have no voting rights unless they serve as members of the Executive Board, or unless they are Voting Delegates or Alternate Voting Delegates certified to vote on behalf of a Conservation District.

Affiliate Members have no voting rights.

Section 2. Voting Delegates

Each Conservation District in good standing shall designate a Voting Delegate and up to three Alternate Voting Delegates for the purposes of voting at Region Meetings and Executive Council meetings. This selection shall be made at a regular or special meeting of the Conservation District Board after the Conservation District Board has been appointed for the ensuing year.

The Voting Delegate and Alternate Voting Delegates may be a District Director, Associate Director or District Staff person. The name of the Voting Delegate and Alternate Voting Delegates must be forwarded to the PACD in writing and signed by the Chairman of the Conservation District Board. The names of the Alternate Voting Delegates shall be in descending order of preference and voting delegates will be determined by that order.

A Conservation District may change its Voting Delegate and Alternate Voting Delegates at any time provided that PACD receives written notice of any changes, signed by the Chairman of the Conservation District Board, at least seven days before the meeting at which voting is to occur.

A PACD Officer or representative appointed by the Executive Board shall be present at all Region Meetings and Executive Council meetings to verify that the Voting Delegate or Alternate Voting Delegate has been selected and certified in accordance with the requirements of these Bylaws.

ARTICLE VII – PACD REGIONS

The PACD shall consist of six regions with the following counties contained in each region:

- a. North West - Butler, Clarion, Crawford, Elk, Erie, Forest, Jefferson, Lawrence, McKean, Mercer, Venango, Warren
- b. North Central – Bradford, Cameron, Centre, Clearfield, Clinton, Columbia, Lycoming, Montour, Northumberland, Potter, Snyder, Sullivan, Tioga, Union
- c. North East - Carbon, Lackawanna, Luzerne, Monroe, Pike, Schuylkill, Susquehanna, Wayne, Wyoming
- d. South West - Allegheny, Armstrong, Beaver, Cambria, Fayette, Greene, Indiana, Somerset, Washington, Westmoreland
- e. South Central - Adams, Bedford, Blair, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, York
- f. South East - Berks, Bucks, Chester, Delaware, Lehigh, Montgomery, Northampton, Philadelphia

A conservation district may request to change its regional affiliation at any Annual Meeting, provided that PACD receives written notice of any change, signed by the Chairman of the Conservation District Board, at least seven days before the meeting at which voting is to occur.

ARTICLE VIII – REGION DIRECTORS

Section 1. Election of Region Directors

Each PACD Region will elect a District Director in good standing to serve as Region Director. Each Conservation District in good standing in attendance at its respective PACD Region Meeting shall have one vote which shall be cast by a certified Voting Delegate of the Conservation District. If more than one candidate is seeking election, the election shall be by secret ballot. A candidate shall be elected by a simple majority.

The Region Director will serve a term of two years and may be re-elected. Elections will take place at the PACD Region Meeting after the PACD Annual Meeting in odd-numbered years.

Section 2. Purpose and Duties of Region Directors

The purpose of the PACD Region Directors is to act as a liaison for communicating regional issues and policies of districts in a Region to the PACD Executive Board and to serve as an extension of the PACD to its members.

The duties and responsibilities of the Region Director shall be:

- a. To attend all PACD Executive Council meetings and all meetings of the PACD Executive Board.
- b. To attend the District Board meeting of one-half of the Conservation Districts in the Region during the first year of his/her term and the District Board meetings of the other one-half of the Conservation Districts during the second year of his/her term.
- c. To preside over the PACD Region Meetings.

ARTICLE IX – EXECUTIVE COUNCIL

Section 1. Executive Council

There shall be an Executive Council composed of one Voting Delegate from each legally organized Conservation District who shall be selected and certified in the manner provided in Article V.

Section 2. Duties of the Executive Council

The duties of the Executive Council shall be:

- a. To control, direct, and manage the affairs and property of this corporation, including all land and personal property belonging to it or which may be paid or transferred to it in trust or by gift, assignment, purchase, grant, lease, bequest, devise or otherwise. It shall have the powers to carry out the purposes of the corporation as set forth in these Bylaws, and in the Articles of Incorporation and in the applicable laws of the Commonwealth of Pennsylvania and of the Federal government.
- b. To represent Conservation Districts in the affairs of the PACD.

- c. To be the channel through which members of the district may voice their needs and suggestions in the statewide program.
- d. To maintain annual operating policies and set up procedures for carrying out the interests of the PACD.
- e. To elect replacements for unexpired terms of the Secretary, Treasurer, and Second Vice President.
- f. To assume overall responsibility for procurement and fiscal activities of the PACD.
- g. To approve a budget for the current year at the appropriate Council meeting to coincide with PACD's fiscal year.
- h. To perform the functions and responsibilities assigned to boards of directors of non-profit corporations in the Non-Profit Corporation Law of Pennsylvania and related laws.

ARTICLE X – MEETINGS

Section 1. Order of Business

The order of business for all Executive Council meetings will be as follows:

- a. Roll Call
- b. Reading of the Minutes of the Preceding Meeting
- c. Reports of Officers
- d. Executive Director's Report
- e. Treasurer's Report
- f. Reports of Committees
- g. Report from PACD Auxiliary
- h. Old and Unfinished Business
- i. New Business
- j. Reports from Partner Organizations
- k. Adjournment

Section 2. Meetings of the Executive Council

- a. There shall be one annual meeting of the Executive Council within 90 days of the fiscal yearend. All Voting Delegates, Alternate Voting Delegates and Conservation District offices will be notified at least 60 days in advance of this meeting. The purposes of the meeting shall be to conduct the necessary business of the PACD, conduct an election of officers for the ensuing year, and adopt annual operating policies and positions. The Executive Council shall also consider and act upon other matters that they deem advisable.
- b. Other meetings of the Executive Council shall be held as determined by the Executive Council.
- c. Twenty-five percent of the membership of the Executive Council shall constitute a quorum for the purpose of conducting the business of the meeting.
- d. The Parliamentary Law of Robert's Rules of Order shall be followed in order to conduct fair and orderly Executive Council meetings.
- e. Special meetings of the Executive Council may be held at the call of the President.

Section 3. Region Meetings

Each PACD Region shall have at least two region meetings per year. The purposes of the Region meetings are the exchange of information, discussion of regional issues, leadership development and training, nomination of representatives to PACD committees and the election of a Region Director.

A simple majority of the Conservation Districts in good standing in the Region shall constitute a quorum for the purpose of conducting the business of the meeting.

ARTICLE XI – COMMITTEES

Section 1. Committees

The Executive Council shall have power to create by resolution any committee whatever, the members of which shall be selected by the Executive Board and need not be members of the Executive Council. The functions of such committees may be managerial or advisory as the Executive Council may determine. A Committee Chair person may appoint sub-committees or task forces to address specific programs, issues, or projects, etc. as needed. A committee may elect a Vice-Chair person from the appointed members of the committee to assist in the operations of that committee.

Section 2. Committee Membership

Membership of all standing committees shall consist of a minimum of three and a maximum of six Conservation District Directors or Associate Directors and a minimum of three and a maximum of six Conservation District Staff. Each appointed committee member and committee chair person shall serve a two-year term and may be re-appointed. One-half of the committee members shall be appointed each year with appointments effective on the first day of January. The Executive Board may fill a committee vacancy at any time and the newly appointed person will continue the existing term. An appointed committee member or a Committee Chair person that misses two consecutive committee meetings may be removed by the Executive Board.

Section 3. Committee Meetings

Each Committee will hold a minimum of two meetings per fiscal year. A simple majority of the committee membership will constitute a quorum. Committee meetings are open to all PACD members and Cooperating Agencies, provided that only committee members, as appointed by the Executive Board, are entitled to vote at committee meetings.

Section 4. Operations

There shall be an Operations Committee. Some of the responsibilities shall be:

- a. Review the annual book of PACD Policies for the PACD.
- b. Review all resolutions for consistency with PACD policy and clarify resolutions for consideration by the Executive Council.

- c. Advise the Executive Council on affairs of the PACD, including but not limited to PACD meetings, requests, recommendations, and resolutions.
- d. Handle requests for assistance by other standing committees as necessary.
- e. Work with the local annual convention committee in developing plans for the annual meeting.

Section 5. Education and Outreach

There shall be an Education and Outreach Committee. Some of the responsibilities shall be:

- a. Identify existing conservation education tools that address the needs of Pennsylvania's Conservation Districts. (Conservation education tools include, but are not limited to, items such as workshops, print materials, exhibits, and other materials).
- b. Identify needed Pennsylvania-specific conservation education tools.
- c. Provide guidance to the PACD with the development of Pennsylvania-specific conservation education materials.
- d. Identify and promote new and existing conservation education tools that address the needs of Pennsylvania's Conservation Districts.
- e. Identify and promote existing tools that will help market the activities of Pennsylvania's Conservation Districts and PACD.
- f. Provide guidance to the PACD with the development and dissemination of conservation marketing tools.
- g. Identify new and/or existing technologies that help support the outreach efforts of Conservation Districts and the PACD.
- h. Provide guidance to the PACD in the development of technology-based education and/or marketing tools.
- i. Provide guidance to PACD in the development and use of new computer-based technology for Conservation Districts.
- j. To identify dedicated sources of funding for conservation education at the district level.

Section 6. Legislative

There shall be a Legislative Committee. Some of the responsibilities shall be:

- a. Keep the PACD apprised of legislative actions anticipated or being acted upon in the field of conservation.
- b. Give consideration to new legislation needed to accelerate conservation programs.
- c. Keep abreast of federal legislation, state legislation, and local ordinances and regulations, in effect or needed to further conservation programs in the Commonwealth.
- d. This committee with and through the President of the PACD, PACD staff, and Conservation Districts should keep in touch with state legislators and U.S. congressmen and senators to further the aims of the PACD.

Section 7. Conservation

There shall be a Conservation Committee. Some of the responsibilities shall be:

- a. Keep the PACD informed of appropriate conservation issues as they affect the State's natural resources and environment.

- b. Maintain a close working relationship with agencies and organizations at the federal, state and local level that are concerned or involved with conservation and the environment in Pennsylvania.
- c. Stay abreast of changes, policies, and procedures that influence conservation and the environment.
- d. Emphasize the need to implement best management practices on Pennsylvania's private and public lands.
- e. Work with whatever federal, state, or local agencies, clubs, committees, or groups it deems necessary for development and implementation of conservation programs.
- f. Develop and maintain close working relations with agencies and committees of other organizations engaged in conservation and environmental programs.
- g. Stay abreast of changes, policies, and procedures for natural resources and land use decisions.

Section 8. Ways and Means

There shall be a Ways and Means Committee. Some of the responsibilities shall be:

- a. Identify new sources of revenue for the PACD.
- b. Develop and implement a strategy to secure sources of revenue for the PACD.
- c. Identify new grant opportunities that can be used to help PACD provide increased products and services to Conservation Districts.
- d. Provide guidance and recommendations to the Executive Council on the management of the PACD special funds, including the PACD Endowment Fund.
- e. Develop and implement a strategy to secure donations for PACD special funds and projects.
- f. Develop annual dues structure and present this proposed amount to the Executive Board for their review and presentation to Executive Council.

Section 9. District Employees

There shall be a District Employees Committee. Some of the responsibilities shall be:

- a. Assess employee training needs, make recommendations, and assist in the development of training.
- b. Provide a means of communication regarding effective programs and other concerns of district staff.
- c. Research methods to improve general Conservation District Staff working conditions and/or advancement opportunities.
- d. Respond to requests for assistance from district employees.

ARTICLE XII – AUXILIARY

Section 1. Purpose

The purpose of the PACD Auxiliary is to provide volunteer services and fundraising efforts to further conservation education and the mission of the PACD.

Section 2. Membership

Members are volunteers who support the purpose of the PACD Auxiliary. The PACD Auxiliary may collect voluntary membership dues that will be held by the PACD and may be used to further the purpose of the PACD Auxiliary.

Section 3. Officers

The PACD Auxiliary may elect officers from their membership to oversee the activities of the PACD Auxiliary.

Section 4. Auxiliary Scholarship

The Auxiliary Scholarship Fund will be used to provide an annual scholarship to a Pennsylvania resident who will or is attending a Pennsylvania college or university and majoring in a field related to agriculture, conservation, or the environment.

An application form and other application requirements may be determined by the PACD Auxiliary. The selection of the scholarship recipient will be determined annually by the PACD Auxiliary. In the event that the PACD Auxiliary is not able to fulfill this responsibility, the PACD Executive Board will accept applications and determine the scholarship recipient.

The Auxiliary Scholarship Fund will be managed by the PACD and held as a semi-restricted account to be used for the purposes of providing an annual scholarship in an amount determined by the PACD Auxiliary in cooperation with the PACD Executive Board. Interest earned on the Auxiliary Scholarship Fund will be credited to the Auxiliary Scholarship Fund.

Section 5. Fundraising Activities

The PACD Auxiliary may conduct fundraising projects to support the Auxiliary scholarship and other efforts that further the purpose of the PACD Auxiliary. All fundraising activities will be reported to the PACD Executive Board and conducted in accordance with PACD's fiscal policies and any applicable state and federal guidelines.

Section 6. Fiscal Management

All monies collected by the PACD Auxiliary will be deposited and held by the PACD. The PACD will be responsible for managing all Auxiliary accounts and reporting on monies generated and expended. All expenditures by the PACD Auxiliary will not exceed available Auxiliary funds unless approved by the PACD Executive Board.

ARTICLE XIII – AMENDMENTS

Proposed bylaw amendments shall first be submitted to the Executive Council. After a review and suggested changes by the Executive Council, and if approved by the Executive Council, all Voting Delegates, Alternate Voting Delegates and Conservation District offices shall be notified in writing of the proposed amendment. Voting on the amendment shall be at the Annual

Meeting of the Executive Council of the PACD. The bylaws of the PACD may be amended by a majority vote of the members voting.

ARTICLE XIV – REIMBURSEMENT OF EXPENSES

Officers of the PACD or their representatives as designated by the Executive Board from among members of the PACD, shall be reimbursed within the limits of funds so designated in the budget for their traveling expenses when performing official duties. The amount of such reimbursement shall be set by the Executive Council.

ARTICLE XV – COMPENSATION

The members of the Executive Council and the Executive Board of the corporation shall not receive any remuneration for their services as such. This provision, however, does not preclude the appointment of subordinate officers and agents or other personnel with such remuneration as the Executive Council may determine.

ARTICLE XVI – LIABILITY

The provisions of this Article XV apply to those persons (referred to herein as "Officials") who act, or have any responsibility to act, in any capacity with the corporation, including persons serving as directors and/or officers, and also any member who has such status.

To the fullest extent permitted by Pennsylvania law, no Official of the PACD shall be personally liable, as such, for monetary damages for any action taken, or any failure to take an action, as an Official unless (1) the Official has breached or failed to perform the duties of his/her position (including, but not limited to, the duties of office set forth in Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law, and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of any law of the Commonwealth, or of this or any other provision of the bylaws or of PACD's Articles of Incorporation, which has or is intended to have the effect of eliminating or reducing the protections against personal monetary liability theretofore available to Officials, shall operate prospectively only, and shall not have any effect with respect to any action, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing duties in any capacity with PACD, an Official may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (1) one or more officers or employees of the PACD whom the Official reasonably believes to be reliable and competent in the matters presented, or (2) counsel, public accountants or other persons as to matters which the Official reasonably believes to be within the professional or expert competence of such person, or (3) a committee established in accordance with these bylaws upon which the Official does not serve, as to matters within its designated authority, which committee the Official reasonably believes to merit confidence. An Official shall not be considered to be acting in good faith however, if such Official has knowledge concerning a matter which would cause his/her reliance on any of the foregoing to be unwarranted.

In discharging the duties in any official capacity with PACD, an Official may, in considering the best interests of the PACD, consider the effects of any action upon any or all groups affected by any action taken, including employees, suppliers of the PACD, and communities in which offices or other establishments of the PACD are located. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken by an Official or any failure to take any action, shall be presumed to be in the best interest of the PACD.

ARTICLE XVII – DISSOLUTION

In the event of the dissolution of the corporation, any assets remaining after payment, satisfaction, and discharge of any existing liabilities or obligations, and after lawful provisions for the administration and disposition of any property held in trust by or for the corporation, and after all other acts required to adjust and finalize its business and affairs have been done, shall be collected and distributed in equal amounts to each of the Conservation Districts that, at the time that the formal action to dissolve this corporation is taken, are in good standing. Provided, that no such distribution shall be made to any Conservation District if such distribution would be contrary to the laws, rules and regulations governing distributions made by organizations such as the corporation that have tax-exempt status under then prevailing federal tax laws; and provided further that if no Conservation District is eligible to receive a distribution in accordance with the foregoing criteria, the assets shall be distributed entirely to or among one or more organizations devoted exclusively to educational or scientific purposes and exempt from federal taxation. No private member shall have any right, title or interest to any remaining assets of the corporation, and no distribution of assets shall go to any organization any part of whose net earnings inure to the benefit of any private member or shareholder.

ARTICLE XVIII – NON-DISCRIMINATION

No person on the grounds of race, color, national origin, age, sex, religion, disability, political beliefs, or marital status be excluded from participation in, be denied benefits of, or otherwise subjected to discrimination under any program or activity of the PACD. The PACD shall at all times be in compliance with the non-discrimination provisions contained in the Titles VI and VII of the Civil Rights Act of 1964, as amended, the Civil Rights Restoration Act of 1987 (Public Law 100-259); and other non-discrimination statutes; namely, Section 504 of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, and the Age Discrimination Act of 1975.

ARTICLE XIX – CONFLICT OF INTEREST

Whenever an officer or any member of the Executive Board or Executive Council or any committee thereof has a financial or personal interest in any matter coming before the PACD, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XX – POLITICAL INTERVENTION

Section 1. Prohibited Expenditures

Consistent with its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, PACD shall not incur any expenditure for political intervention. For purposes of these Bylaws, political intervention shall be defined as any activity associated with the direct or indirect support or opposition of a candidate for elective public office at the Federal, state, or local levels. Examples of prohibited political expenditures include, but are not limited to, the following:

- a. Contributions to political action committees.
- b. Contributions to the campaigns of individual candidates for public office.
- c. Contributions to political parties.
- d. Expenditures to produce printed materials (including materials in periodicals) that support or oppose candidates for public office.
- e. Expenditures for the placement of political advertisements in periodicals.

Section 2. Endorsements of Candidates

PACD will not endorse any candidates for public office in any manner, either verbally or in writing. This policy extends to the actions of management and other representatives of PACD, when these individuals are acting on behalf of, or are otherwise representing, the PACD.

Section 3. Prohibited Use of Organization Assets and Resources

No assets or human resources of the PACD shall be utilized for political intervention, as defined in these Bylaws. This prohibition extends to the use of PACD assets or human resources in support of political intervention that are engaged in personally by board members, members of management, employees, or any other representatives of PACD. While there is no prohibition against these individuals engaging in political intervention personally (on their own time, and without representing the PACD), these individuals must at all times be aware that PACD resources cannot at any time be utilized in support of political intervention.

ARTICLE XXI – STATEMENT OF CORE VALUES

As members of the PACD, we affirm the following core values:

- a. Integrity – PACD’s activities, services, and programs are consistent with our stated mission, compatible with our organizational capacity, respectful of the interests of our varied constituencies, and managed with the highest level of professionalism.
- b. Respect and dignity – We respect the dignity and autonomy of each person, and the integrity, privacy, pride, beliefs, and cultures of our varied constituency – the people we serve, our employees, donors, volunteers, and others. Policies that govern our working relationships with these constituencies reflect this commitment.
- c. Good citizenship – We comply with all applicable federal, state, and local laws and regulations. We keep the broader interests of the community in mind even as we advance our own specific interests, and look for opportunities to become partners with those working

in the private and public sectors. We value respectful, reasoned dialogue with one another when we disagree.

- d. Care and loyalty – We enable our members to exercise their duties of care and loyalty. Individual members are reasonably informed and participate in decisions in good faith. They do not use their position for individual personal advantage.
- e. Truth-telling and openness – We provide truthful information about our mission, program activities, use of donations, and finances. We are accessible and responsive to members of the public who express an interest in the affairs of our organization.
- f. Accountability – The true measure of our success is whether individual lives – and our communities – change for the better as a result of our work. Being mission-focused, producing measurable outcomes, conducting program evaluations, and developing and maintaining sound financial management are important elements of our accountability.
- g. Stewardship – We are able to accomplish our missions through the generosity of others. We respect donors’ intentions and restrictions on the use of their gifts, and promote responsible stewardship of the resources they entrust to us for the accomplishment of our work.
- h. Excellence – We support and encourage visionary governance, exemplary management, excellent service and program delivery, and exceptional staff. We value and uphold the highest ethical and professional standards in all working relations.

These Bylaws were passed at a regular meeting of the District Directors of all Pennsylvania Conservation Districts in Harrisburg, November 18, 1954, by unanimous vote.

They were amended on July 21, 2009.