

SAMPLE

CONSTITUTION

(required information have an asterisk () next to them)*

ARTICLE I*

NAME

This organization shall be known as the _____ Watershed Association.

ARTICLE II

PURPOSE

Section 1. The purpose and objectives of this organization shall be to engage exclusively in any such educational, scientific, literary, historical, and charitable pursuits as set forth in its Certificate of Incorporation, if any, and or are the purposes and objectives of (name of group), and said purposes and objectives shall conform to the provisions of Section 501 © 3 of the Internal Revenue Code.

Section 2. This organization is not formed, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this organization are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this organization remaining after payment of, or provision for, all debts and liabilities of this organization, shall be donated to _____ or its successor(s), or to such corporations, association of associations, fund or funds, or foundation or foundation as the _____ or its successor(s) may designate to receive said assets, subject to the order of a Court as provided by law; provided however, that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes set forth in Section 501 © 3 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax laws.

SAMPLE

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Any person interested in the purposes and objectives of this organization is eligible to apply for membership.

Section 2. The classes of membership of this organization shall include: Regular Member, Family Member, Student Member, and Life Member, and such other voting classes of individual Membership as may be established by the organization.

Section 3. The membership dues shall be established by the organization.

Section 4. All members of this organization shall enjoy all the rights and privileges accorded to the members, except as otherwise provided hereinafter.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors. Members in the class of Family Membership, as well as the members in any other class of membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular, Family, and Student members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum, except as may be provided otherwise in the By-Laws of the organization.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

ARTICLE II MEETINGS

Section 1. Regular meetings shall be held on the _____ (1st Monday, 2nd Tuesday, etc.) of _____ (each month Sept. through May, June, August or whenever), but such regular meetings shall be held not fewer than six times in any calendar year as required.

Section 2. The annual meeting of members shall be held on _____ (1st Monday, 2nd Tuesday, etc.) of _____ (Sept., March, May or whenever) each year.

Section 3. Notice of the annual meeting, special meetings, regular meetings, at which organizational business is to be transacted, shall be given not less than thirty (30) days nor more than fifty (50) before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this organization. Notice of such meetings may be published in the organization's newsletter or other regular publication, provided such publication is mailed to the provisions stated herein above.

Section 4. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 5. The lesser of either one-tenth (1/10 of all voting members or _____ (100, 200, but not less than 100) voting members, shall constitute a quorum at any meeting of members at which organization's business is to be conducted. The members may be present in person or by proxy.

ARTICLE III BOARD OF DIRECTORS

Section 1. The control and conduct of the business of the organization shall be vested in its Board of Directors. The Board shall include no fewer than six (6) elected Directors and, ex-officio with full voting rights, the elected officers of the organization.

Section 2. The Directors shall be elected for the term of one year, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the organization present in person or by proxy at the annual meeting of members.

Section 3. No one individual shall serve for more than four (4) consecutive terms as a member of the Board, except in the case of an individual who after four terms of consecutive service on the Board elected an Officer, and as such may serve one additional term as set forth in Section 2 ARTICLE IV hereinafter.

Section 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members. When for such purpose, a Director has been elected for less than a full term such part term

shall be disregarded with respect to his qualifications for re-election for additional consecutive terms, as set forth in Section 3 herein above.

Section 5. There shall be at least five regular meetings of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The Board at its first regular meeting following the annual meeting of members shall determine the dates for the regular meetings.

Section 6. Special meeting of the Board shall be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person or by telephone not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, in his absence, the Vice-President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman as such meeting.

ARTICLE IV OFFICERS

Section 1. The Officers of the organization shall be a President, a Vice-President, a Secretary, and Treasurer, and other Officers as is determined by the Board of Directors.

Section 2. The President shall hold office for a two-year term, or until his successor is elected, and shall not succeed himself. All other Officers shall serve for one (1) year terms, or until their successors are elected, and no individual may hold the same office for more than three (3) consecutive terms.

Section 3. The Officers shall be elected for their respective terms by a plurality of the voting members of the organization present, in person, or by proxy, at the annual meeting of members.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, the next annual meeting of members. When, for such purpose, Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2 herein above.

Section 5. The President shall direct and administer the affairs of the organization as its executive officer and shall supervise all phases of its activities, subject to instruction by the Board. He shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex-officio member of all committees. He shall preside at all meetings of members and of the Board.

Section 6. The Vice-President shall assist the President to carry out his duties and, in the absence of the President, the Vice-President shall direct and administer the affairs of the organization and supervise all phases of its activities, subject to instruction by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Secretary shall keep a record of all proceedings of the organization and of the Board of Directors. He shall send notice of all meetings. He shall preserve the seal of the organization, if any, and affix it to all documents requiring the seal of the organization, and shall attest to the same.

Section 8. The Treasurer shall have custody of the organization's funds. He shall disburse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He shall prepare an annual report on the financial condition of the organization along with a proposed budget for the coming year for distribution to the members at the annual meeting of members and shall forward a copy of each report to the organization.

Section 9. The Treasurer, the President or Vice-President may sign all checks and drafts of the organization. Two signatures are required, except as otherwise authorized by resolution of the Board.

ARTICLE V

NOMINATING COMMITTEE

Section 1. The Board of Directors shall annually appoint; not later than six (6) months prior to the next annual meeting of members, a Nomination Committee, to consist of no fewer than three (3) members. The names of the members of the Nomination Committee shall be known to the members through the organization's newsletter or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the Nomination Committee has been constituted. Any member of the organization may submit nominations for Officers and Directors to the Nominating Committee.

Section 2. The Nomination Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

ARTICLE VI OTHER COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint chairmen of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year, or until their successors are appointed; but no member shall serve as Chairman of the same committee for more than three (3) consecutive years. Standing Committees shall be composed of no fewer than three (3) members.

Section 2. The President, with approval from the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the organization.

EDUCATION COMMITTEE

It shall encourage schools and colleges within the organization's territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall conduct, or cause to be conducted, workshops in furthering the educational objectives and programs of the organization. It shall, through other means, inform and educate the public about the natural environment.

FINANCE COMMITTEE

The Finance Committee shall plan the annual budget of the organization, assist the Treasurer in the preparation of financial reports, and make recommendations and carry out plans for obtaining financial support for the organization. Either the Treasurer or Finance Committee must send a financial statement to the Board of Directors of the organization each year.

MEMBERSHIP COMMITTEE

It shall keep the organization's membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues. Whenever possible a Membership Committee comprised of more than one individual should be formed; the work of the committee should be shared among its members.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to organization business that may be transacted at such meetings. The Committee shall

make arrangements for lectures, discussions, and such other events as may promote the interest in and appreciation of conservation, ecology and natural history.

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspaper, radio, TV and other publicity media, the purposes, aims and programs of the organization

ARTICLE VII COMMITMENTS

This organization shall not enter into any commitments binding upon the organization without written authorization by the Officers of the Board of Directors of the organization.

ARTICLE VIII AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II, Section 4 herein above. The notice of such meeting shall recite the wording of each proposed amendment.

ARTICLE IX PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE X CONSTRUCTION

Section 1. This Constitution and By-Laws shall be constructed under the laws of the State of Pennsylvania.

Section 2. The masculine pronoun, as used herein above, shall mean the masculine or feminine wherever applicable