

# **CONSTITUTION AND BY-LAWS OF THE FRIENDS OF SILVER LAKE NATURE CENTER**

## **CONSTITUTION**

### **ARTICLE I: NAME**

This organization shall be known as the Friends of Silver Lake Nature Center; hereafter known as the Corporation. The registered offices shall be at 1306 Bath Road, Bristol, Pennsylvania, 19007.

### **ARTICLE II: PURPOSE**

The purpose of this Corporation is to aid the Silver Lake Nature Center in the encouragement and promotion of environmental and/or outdoor education for the children and adults of Bucks County, Pennsylvania and its surrounding area.

## **BY - LAWS**

### **ARTICLE I: MEMBERSHIP**

Section 1: Any person or organization interested in the purpose of the Corporation is eligible for membership.

Section 2: Classes of membership shall be as the Board of Directors so designates.

Section 3: All members in the categories established by the Board of Directors shall enjoy all the rights and privileges of the Corporation. Student members shall have a full voice in this Corporation's business provided they are sixteen (16) years of age. No student member shall hold office in this Corporation unless he or she is at least eighteen (18) years of age.

Section 4: Dues paid by members in the categories established by the Board of Directors shall be payable at the time of application and shall be effective from that date. Members shall resubmit their dues yearly thereafter.

Section 5: Should renewal of membership dues be not paid, ~~within six months after the time they are due,~~ a member so in default shall be dropped from the rolls, provided that a notice of default shall have been forwarded to the member at his or her last known post office address. ~~on at least two occasions before said action is taken.~~

## ARTICLE II: GENERAL MEMBERSHIP MEETINGS

Section 1: Members in attendance at any duly called meeting of the general membership shall constitute a quorum for the transaction of business.

Section 2: Special Meetings may be called by the President, or pursuant to a resolution of the Board. Ten days written notice of such a special meeting, stating objectives thereof, shall be given each member at his last known post office address. Members present shall constitute a quorum at any special meeting of this corporation.

Section 3: The annual meeting of the members shall be held during the month of March, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such a meeting.

## ARTICLE III: BOARD OF DIRECTORS

Section 1: The business and affairs of this Corporation shall be managed by its Board of Directors, not more than 15 in number, ~~15 in number,~~ who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this Corporation. They shall be elected by the members at the annual meeting of members of the Corporation; and each director shall be elected for the term of 3 years, and may be re-elected for one consecutive 3 year term, after a one year absence may be elected to the Board again. ~~Five or one~~ One third of the Board shall be elected each year on a rotating basis.

Section 2: Regular meetings of the Board shall be held on such a day as is designated by the Board or as provided in Section 4 of this article.

Section 3: A majority of the Board holding office at that time shall constitute a quorum at any regular Board meeting.

Section 4: Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

Section 5: Any Board member who misses three consecutive meetings without prior notification to the Nature Center staff or Board President is subject to removal by vote of the Board.

Section 6: Any Board member who fails to maintain membership as specified in By-Law Article 1, Section 5 is subject to removal by vote of the Board.

Section 7: Vacancies on the Board will be filled on an interim basis by appointment by the President and approval by a quorum of the Board.

Section 8: Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all directors in office, and shall be filed with the Secretary of the corporation. In addition, one or more persons may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means which all persons participating in the meeting can hear each other. This shall be invoked ~~only~~ when Board action is necessary and required before a regularly scheduled meeting or when a quorum cannot be obtained for a specifically called meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9: All contracts between the Corporation and other persons or entities for services or goods shall be authorized by the Board of Directors and signed by the President or other authorized member of the Board, which has sole and exclusive authority to bind the Corporation.

#### **ARTICLE IV: OFFICERS AND HONORARY MEMBERS**

Section 1: The officers shall be elected by the Board at the first Board meeting following the annual meeting.

Section 2: The elected officers of the Corporation shall be the President, Vice President, Recording Secretary, Treasurer and such other officers as the members of the Board may choose to elect. All officers shall hold office for one year terms.

Section 3: The President shall be President of the Corporation, Chair of the Board of Directors and ex-officio member of all Committees, and shall perform all other duties associated with the Office of President.

Section 4: The Vice President shall assist the President in carrying out his or her duties and shall preside at all meetings in the absence of the President. Should the Office of President be vacated, the Vice-President shall succeed to the Presidency, in which case the Board shall elect a new Vice President to serve for the remainder of the Vice President's term.

Section 5: The Recording Secretary shall keep all records of the proceedings of the Board and Corporation. The Secretary shall see that notices are given and records properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; shall oversee the organization and safekeeping of the books, records and documents of the Corporation and establish such internal procedures from time to time as necessary to do same; and, in general, perform or cause to be performed all duties incident to the office of Secretary, and such other duties as may be assigned by the Board or President.

Section 6: The Treasurer shall have or provide for the custody of the funds or other property of the Corporation and shall keep or cause to be kept the necessary records to correctly show the financial operation and condition of the corporation. The Treasurer shall collect and receive or provide for the collection and receipt of moneys earned or due to be received by the corporation. The Treasurer shall collect and receive or provide for the collection and receipt of moneys earned or due to be received by the corporation; shall deposit all corporation funds in such banks or other places of deposit as the Board of Directors designate; shall render an account showing the transactions and operating statement of the corporation to the Board monthly; transmit records and data as necessary to the Corporation's accountant for the proper preparation and timely filing of the mandatory tax and governmental filings, and in general shall discharge such duties as are necessary or designated by the Board or President. The Treasurer shall prepare an annual report on the financial condition of the Corporation for presentation at the Annual Meeting of the membership. The Treasurer shall serve as the Chair of the Finance Committee.

Section 7: All checks and drafts of the Corporation shall be signed by one of the following: the Treasurer, the President, the Vice President and Secretary. One signature shall suffice on checks and drafts amounting to no more than ~~two five~~ thousand dollars ~~five hundred~~ (~~\$255000~~) for any single business transaction. Checks and drafts for amounts exceeding ~~two five~~-thousand dollars ~~five hundred~~ (~~\$25000.00~~) shall be signed by two of the persons named above.

Section 8: Honorary Members of the Board of Directors shall act in a non-voting advisory capacity, lending their particular expertise to the corporation.

(a) Members are appointed upon recommendation by the nominating committee and full approval of the Board of Directors. The term ~~is~~ for two years. Appointments may be renewed upon recommendation of the nominating committee and full approval by Board of Directors.

(b) The Board of Directors may terminate the position of any Honorary Member at anytime by unanimous vote.

## **ARTICLE V: COMMITTEES**

Section 1: The naturalist shall be an ex-officio member of the Board of Directors and all Committees.

Section 2: The President, with the approval of the Board of Directors, shall appoint the Chair of Standing Committees. The Chair, in turn, may make their own committee appointments with the recommendations and suggestions from the Board. Chair of Standing Committees shall serve one year terms or until their successors are appointed. Each Standing Committee shall consist of no less than three (3) members.

Section 3: The President, with the approval of the Board, shall appoint Chair of Special or Task Force Committees whose terms of office shall be determined by the length of the assignment to be done. These Chairs may also select their own committee members.

Section 4: The Standing Committees of this Corporation shall be as follows:

## **MEMBERSHIP COMMITTEE**

The President shall appoint a Membership Chair. It shall be the duty of the Membership Committee to obtain potential members. This committee shall also have the duty of conducting membership campaigns and attempting to obtain the continuing membership of those who have become delinquent in the payment of their dues.

## **FINANCE COMMITTEE**

The Treasurer or his or her designee shall be the Chair of the Finance Committee. It shall be the duty of this committee to plan the annual budget of the Corporation to assist the Treasurer in the preparation of financial reports, and to make recommendations for obtaining financial support for this Corporation. The Finance Committee will submit the financial records of this Corporation for ~~an~~ audit review by an outside Accounting firm each calendar year or at such other times requested by the Board.

## **BOARD DEVELOPMENT COMMITTEE**

Section 1: The President shall appoint a Board Development Chair. The Board Development Committee is responsible for board member recruitment, nominations, orientation, training, and evaluation.

Section 2: Suggestions for nominees for the Board of Directors shall be solicited by and submitted to this committee. Suggested nominees may be submitted in writing by any member in good standing. The Board Development Committee shall submit to the membership a list of nominees for members of the Board of Directors. Said report shall be submitted to the membership one month prior to the Annual Meeting.

Section 3: The slate of nominees offered by the Board Development Committee shall be presented and additional nominees from the floor shall be accepted at the Annual Meeting.

## **ARTICLE VI: ELECTIONS**

Section 1: Candidates offered by the Nominating Committee that are unopposed shall be elected by voice vote or by a motion instructing the Recording Secretary to cast a unanimous ballot in favor of the candidates recommended by the Nominating Committee.

Section 2: If there are more than five candidates for the Board of Directors, the election shall be by ballot with the winners receiving the majority of votes.

Section 3: The election of the Board of Directors shall take place at the Annual Meeting.

## **ARTICLE VII: BOOKS AND RECORDS AVAILABILITY**

Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member.

## **ARTICLE VIII: DISSOLUTION OF ORGANIZATION**

"Upon dissolution of Friends of Silver Lake Nature Center assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 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 IX: PARLIAMENTARY AUTHORITY**

Roberts Rules on Order newly revised shall govern in matters not covered by these By-Laws.

## **ARTICLE X: AMENDMENTS**

These By-Laws may be amended by a vote of a quorum of members in good standing at a regular meeting or at any special meeting. Notice of proposed amendments must be mailed-provided to each member of the Corporation ~~at his or her last known post office address at least fifteen (15) days~~ prior to said meeting.

## **ARTICLE XI: LIMITED LIABILITY OF DIRECTORS**

A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility of liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local, State or Federal Law.

As amended ~~3/10/2012~~ 5/4/2017