

# **Pennsylvania Biodiversity Partnership Bylaws**

*approved 28 June 2001*

## **ARTICLE I. ORGANIZATION**

**Section 1.1. Name.** The name of this organization shall be the Pennsylvania Biodiversity Partnership. It is hereinafter referred to as the "Partnership."

**Section 1.2. Nature.** The Partnership shall be a nonprofit corporation, incorporated under the laws of the Commonwealth of Pennsylvania, with no capital stock and from which no private, pecuniary profit shall ever be derived by an officer or other person except such compensation as may be allowed for services actually rendered. The income of the Partnership shall be devoted solely to the pursuance of the objects and purposes set forth in the Bylaws and Articles of Incorporation.

### **Section 1.3. Offices.**

1.3.1. The registered office of the Partnership in Pennsylvania shall be that set forth in the Articles of Incorporation, or in a resolution of the Board of Directors filed with the Commonwealth of Pennsylvania changing the registered office.

1.3.2. The Partnership may have such other offices, within or without the Commonwealth of Pennsylvania, as the Board shall from time to time determine.

**Section 1.4. Corporate Seal.** The Partnership may have a corporate seal with a design and form to be determined by the Board of Directors.

**Section 1.5. Members.** The corporation shall have no voting members. All powers, obligations, and rights of members provided by law shall reside in the Board of Directors.

**Section 1.6. Shares of Stock.** The Partnership shall have no stockholders. It shall not issue shares of stock or other instruments or documents entitling any person to receive dividends arising from the activities of the Partnership.

## **ARTICLE II. PURPOSE AND ACTIVITIES**

### **Section 2.1. Purpose.**

2.1.1. The Partnership is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of future United States Internal Revenue code or law.

2.1.2. The Partnership shall have a primary purpose of conserving biodiversity statewide by promoting communication and cooperation among a broad spectrum of stakeholders, both public and private.

2.1.3. It is the intent of the Partnership to be recognized as a public charity. Contributions to the Partnership shall be treated as tax deductible under Section 170 of the Internal Revenue Code of 1986.

**Section 2.2. Activities.** Activities of the Partnership shall be consistent with the purpose of the Partnership.

## **ARTICLE III. PARTICIPANTS**

### **Section 3.1. Participants.**

3.1.1. Any person, government agency, or private for-profit or non-profit organization interested in the purpose of the Partnership may participate, as the Board provides, in the activities of the Partnership upon application and payment of annual dues, subject to the approval of the Board.

3.1.2. The Board of Directors may designate such participants by any name it chooses, including "members," but in no event may the Board grant participants binding voting privileges with respect to the corporation.

3.1.3. The Board of Directors, by majority vote, may remove any participant from the Partnership, if the Board determines that action is in the best interest of the Partnership.

**Section 3.2. Dues.** Annual participant dues, if any, shall be determined by the Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 4.1. Members of the Board of Directors.**

4.1.1. The affairs and business of the Partnership shall be conducted by a Board of Directors that shall consist of not less than twenty (20) or more than twenty-six (26) persons.

4.1.2. Such number shall include the following persons who will be invited to participate as ex-officio members: the Secretary of the Pennsylvania Department of Conservation and Natural Resources, the Secretary of the Department of Environmental Protection, the Executive Director of the Pennsylvania Game Commission, the Executive Director of the Pennsylvania Fish and Boat Commission, and the Governor's Sportsmen's Advisor, or their alternates as designated under Section 4.10.

4.1.3. The Board of Directors shall have at least one representative from every Task Force (see Article 7 for explanation of Task Forces).

4.1.4. Every member of the Board of Directors, including the ex-officio members or their alternates as designated in 4.10, shall be participating members of one or more Task Force(s).

4.1.5. No more than one-third (1/3) of the Board's members may be employees of government agencies.

4.1.6. The Board shall strive to include a balanced representation of persons concerned with the conservation of biodiversity, including individuals from the conservation and environmental, academic, sportsmen, private landowner, local government, and business/industry sectors.

### **Section 4.2. Selection to the Board of Directors.**

4.2.1. The initial Board of Directors shall be elected by a majority of the members of the Interim Board from a slate of candidates presented by the Nominating Committee (see also 6.2).

4.2.2. Thereafter, as vacancies occur, new members of the Board shall be elected by a majority of the Board from a slate of candidates presented by the Nominating Committee.

4.2.3. The Board shall develop guidelines for use by the Nominating Committee in selecting appropriate candidates for the Board.

### **Section 4.3. Term of Office.**

4.3.1. Except as provided in 4.3.2., the term of office for members of the Board of Directors shall be three (3) years.

4.3.2. One-third (1/3) of the initial Board members shall serve one (1) year; one-third (1/3) shall serve two (2) years; and one-third (1/3) shall serve full three (3) year terms.

4.3.3. No member of the Board shall serve more than two (2) consecutive terms.

4.3.4. After a one (1) year hiatus, an individual may be re-elected to a renewable three-year term.

4.3.5. This section does not apply to the ex-officio members, who shall be invited to serve on the Board for as long as they hold the positions listed in 4.1.2.

**Section 4.4. Duties and Powers.** The Board of Directors shall have the control and management of the affairs of the Partnership and shall exercise all such powers of the Partnership, and do all such lawful acts and things necessary or expedient in the control and management thereof. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Partnership as they deem proper and appropriate subject to, and consistent with, the laws of the Commonwealth of Pennsylvania and federal laws governing non-profit organizations.

### **Section 4.5. Vacancies.**

4.5.1. When a vacancy in the Board of Directors occurs for a reason other than normal expiration of a term, a replacement to serve for the remaining unexpired term will be recommended by the Nominating Committee, subject to confirmation by a majority of Board members.

4.5.2. When a change of person holding any of the positions listed in 4.1.2. as ex-officio members occurs, the new person in that position will be invited to serve on the Board.

**Section 4.6. Removal.** The Board of Directors, by majority vote, may remove any Director from the Board if the Board determines the removal is in the best interest of the Partnership. In addition, if a board member, other than ex-officio member, is absent without good cause from two (2) consecutive board meetings, he or she may be removed by majority vote and a replacement member shall be selected in accordance with Section 4.5.

**Section 4.7. Majority Defined.** For the purpose of these bylaws, any time the term "majority" is used, it will refer to a simple majority of the number of Board members qualified, appointed, and presently serving, including ex-officio members.

**Section 4.8. Quorum.** A quorum shall consist of a simple majority of the Board of Directors.

**Section 4.9. Voting.**

4.9.1. Except for approval of new Directors, removal of Directors, and changes to the bylaws, which all require a majority vote, Partnership actions shall be decided by a majority vote of a quorum of the Board of Directors, each member having one vote.

4.9.2. Members of the Board may be polled by telephone or other physical or electronic means for their personal vote on an issue requiring action in lieu of a meeting.

**Section 4.10. Alternates and Proxies.** Each Director may designate one (1) alternate who shall be registered as that member's designated alternate with the President and Board Chair. This alternate may attend meetings and carry the proxy of the Board member being represented. No other proxies shall be allowed.

**Section 4.11. Conflict of Interest.**

4.11.1. Where a Director, or designated alternate, has knowledge of a direct or indirect interest that he or she has in a contract, transaction, or other action that the Partnership may enter into or take, that Director shall fully disclose the fact and nature of such interest at the meeting at which the contract, transaction, or other action will be voted upon.

4.11.2. A contract, transaction, or other action entered into or taken by the Partnership will be voidable by the Partnership if a voting Director, or their designated alternate, has a direct or indirect interest in it, unless the fact and nature of such interest was fully disclosed to the Board at the meeting at which the matter was voted on and the contract, transaction, or other action was authorized by a majority of the non-interested Directors. For purposes of this section, interested Directors may be counted in determining the presence of a quorum at the meeting at which the contract, transaction, or other action is authorized.

**ARTICLE V. OFFICERS OF THE BOARD**

**Section 5.1. Number.** There shall be four officers: Chairman, Vice-Chairman, Recording Secretary, and Treasurer.

**Section 5.2. Duties of the Officers.**

5.2.1. The Chairman of the Board shall provide leadership to the Partnership and serve as the spokesman, unless these responsibilities are specifically delegated by the Chairman to another Board member. In addition, the Chairman shall preside over meetings of the Board of Directors and, in conjunction with the President and other Board members, determine the agendas for all meetings.

5.2.2. The Vice-Chairman shall assist the Chairman in performance of duties and shall preside at Board meetings in the absence of the Chairman.

5.2.3. The Recording Secretary shall keep minutes of the meetings of the Board of Directors and the Annual Meeting or shall be responsible for supervising the person to which this task may be specifically delegated by the Chairman of the Board, thus ensuring accurate and complete records.

5.2.4. The Treasurer, subject to the provisions of these Bylaws, shall be the custodian of the funds, monies, securities, and property of the Partnership, and shall receive and disburse the same. The Treasurer shall keep books of accounts showing the financial transactions of the Partnership or shall be responsible for supervising the person to which this task may be specifically delegated. The Treasurer shall make reports to the Board of the income and disbursements, and the assets and liabilities of the Partnership.

**Section 5.3. Election of Officers.** Officers shall be elected by a majority vote of the Board from a slate of candidates presented by the Nominating Committee. A statement of willingness of nominees to serve shall be secured before the election.

#### **Section 5.4. Term of Office.**

5.4.1. Officers shall hold office at the pleasure of the Board for a term of two (2) years. Each officer may serve no more than two consecutive terms. After a hiatus of one term, a person may be reelected to the same office.

5.4.2. The term of office shall commence at the start of the calendar year following election of officers at the Annual Meeting, except for the initial slate of officers for whom terms will commence on the day of their election and thereafter coincide with calendar years.

**Section 5.5. Resignations and Removal of Officers.** An officer may be removed, with or without cause, by a vote at a meeting of the Board of Directors of a majority of the entire Board. An officer may resign at any time by giving written notice to the President or Chairman of the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

**Section 5.6. Vacancies in Offices.** When a vacancy occurs in an office, it shall be filled by a majority vote of the entire Board for the unexpired term.

**Section 5.7. Additional Officers.** The Board may appoint such other officers, as it may require, to serve on such terms and conditions as the Board deems to be in the best interest of the Partnership.

### **ARTICLE VI. COMMITTEES**

#### **Section 6.1. Executive Committee.**

6.1.1. The Executive Committee shall consist of the four (4) officers of the Board of Directors (Chairman, Vice-Chairman, Recording Secretary, and Treasurer) and one (1) other member of the Board, who shall be selected by a majority vote of the Board from a slate of candidates presented by the Nominating Committee. The Chairman of the Board shall chair the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum.

6.1.2. The Executive Committee will have such authority and perform such duties in the management of the property and affairs of the Partnership as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these bylaws.

6.1.3. Notice of a meeting of the Executive Committee and the proposed agenda of such meeting, if any, shall be sent to all of the members of the Board of Directors, who may attend and participate in such meeting, except only members of the Executive Committee may vote.

#### **Section 6.2. Nominating Committee.**

6.2.1. With the advice and consent of the Board, a Nominating Committee of a least three (3) and not more than five (5) members of the Board shall be appointed by the Chairman, who may not serve on this committee.

6.2.2. The Nominating Committee will have the responsibility of identifying and placing before the Board, names of potential new Directors, with input from each Task Force and other members of the Board.

#### **Section 6.3. Honorary Directors.**

6.3.1. The Board of Directors may appoint Honorary Directors to provide advice and assistance to the Board in its mission to conserve biodiversity in Pennsylvania.

6.3.2. These honorary members of the Board of Directors shall be community leaders who have played an active role or have an active interest in Pennsylvania's biodiversity.

6.3.3. Honorary Directors will be nominated and elected by the Board of Directors and will serve at the pleasure of the Board for whatever length of time deemed appropriate by the Board.

6.3.4. There will be no limitation regarding the number of Honorary Directors.

6.3.5. Honorary Directors will have no voting privileges and will not count towards a quorum of the Board of Directors.

**Section 6.4. Other Committees.** The Board of Directors may establish such additional committees as it deems necessary to effect its work, including additional standing committees and temporary committees.

## **ARTICLE VII. TASK FORCES**

### **Section 7.1. Task Forces.**

7.1.1. The primary work of the Partnership will be performed by seven (7) task forces, as follows: Bioinformatics, Education, Funding, Policy, Public Relations, Stewardship, and Science.

7.1.2. Any of the seven initial task forces may be dissolved by the Board and additional task forces may be created by the Board.

### **Section 7.2. Task Force Members.**

7.2.1. Any person, government agency, or private for-profit or non-profit organization with specific knowledge pertinent to a task force's activities or interested in the purpose of a task force may participate, as the Board provides, in that task force upon application to the Partnership and payment of annual dues, subject to the approval of the Board (see Section 3.1).

7.2.2. A person, government agency, or private for-profit or non-profit organization may participate in the activities of more than one task force.

7.2.3. The Board of Directors, by majority vote, may remove a Task Force member from said Task Force if the Board determines that the removal is in the best interest of the Task Force or Partnership. Removal of a member from one task force does not alter that member's participation in other task forces.

7.2.4. If a task force member is absent without good cause from two (2) consecutive task force meetings, he or she may be removed from the task force.

### **Section 7.3. Task Force Chairman.**

7.3.1. Each Task Force will elect a Chairman by a majority vote of a quorum of the Task Force, subject to approval by a majority of a quorum of the Board.

7.3.2. The Chairman will be responsible for calling meetings of the Task Force, notifying Task Force members and the President of such meetings, and submitting minutes of each Task Force meeting to the President.

7.3.3. In the event the Chairman is not a member of the Board of Directors, the Chairman will designate a member of the Task Force, who is also a Director, to represent the Task Force to the Board and to report on its activities to the Board.

7.3.4. The Task Force Chairman may designate other Task Force members as needed to carry out Task Force activities.

### **Section 7.4. Term of Task Force Chairman.**

7.4.1. The Task Force Chairman shall serve for a term of two (2) years. A Chairman may not serve more than two consecutive terms. After a hiatus of one term, a person may be re-elected as chairman to the same Task Force.

7.4.2. The same person may not concurrently serve as the Chairman for more than one Task Force.

7.4.3. A Task Force Chairman may be removed, with or without cause, by a vote of a majority of the entire Board. A Task Force Chairman may resign at any time by giving written notice to the President or Chairman of the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

### **Section 7.5. Task Force Activities.**

7.5.1. Meetings of a Task Force shall be determined by the Chairman of the Task Force in consultation with Task Force members, however, each Task Force shall meet at least two (2) times annually.

7.5.2. Activities of each Task Force shall be reported on a regular basis at meetings of the Board of Directors.

7.5.3. Each Task Force shall present a plan for the coming year to the Board for approval at the annual meeting of the Board.

7.5.4. Projects of the Task Forces require approval of a majority of a quorum of the Board.

## **ARTICLE VIII. STAFF AND OFFICERS OF THE CORPORATION**

### **Section 8.1. President.**

8.1.1. A President shall be hired by the Board of Directors and compensated for expenses and services rendered.

8.1.2. The President shall be the chief executive officer of the Partnership; shall assist and monitor the work of the task forces and committees; shall develop a program for obtaining gifts and grants to the Partnership; shall provide continuing liaison with the public agencies; shall perform other administrative and organizational duties for the Partnership as designated; and shall have and possess all of the duties and powers ordinarily incident to the office of the President and such other duties and powers as may be assigned by the Board of Directors.

8.1.3. The President shall report directly to the Chairman of the Board of Directors, representing the wishes of the Board.

### **Section 8.2. Other Officers of the Corporation.**

8.2.1. The Recording Secretary and Treasurer of the Board shall also serve as the Secretary and Treasurer, respectively, of the Corporation.

8.2.2. The Secretary and Treasurer of the Corporation shall be compensated for any expenses incurred in fulfilling their duties, but shall not be compensated for their services.

### **Section 8.3. Other Staff.**

8.3.1. The Board of Directors may authorize the President to fill additional staff positions to assist in carrying out the purpose and activities of the Partnership, subject to budgetary approval of the Board.

8.3.2. These staff shall report to the President or person designated by the President.

8.3.3. The President has the authority to terminate staff.

## **ARTICLE IX. MEETINGS**

### **Section 9.1. Board of Director Meetings.**

9.1.1. The Board of Directors shall meet at least two (2) times per year with one of these meetings coinciding with the Annual Meeting.

9.1.2. Meetings shall be scheduled on dates agreeable to a majority of the members, with one meeting occurring during the last quarter of the year at which elections of Board members and officers shall occur.

9.1.2. Additional meetings may be scheduled by the Chairman as needed to conduct the business of the Partnership.

9.1.3. Notice of each meeting, accompanied by a preliminary agenda, shall be sent to all Board members at least ten (10) days prior to each meeting either by electronic means or in written form.

9.1.4. Meetings shall be conducted at locations designated by the Chairman or, if no designation, at the registered office of the Partnership.

9.1.5. A Director may participate in a meeting by means of interactive, real-time distance technology and such participation shall be included in the quorum.

### **Section 9.2. Annual Meeting.**

9.2.1. The Board of Directors shall schedule one (1) meeting annually to include Board members, Task Force members, Honorary Directors, and other participants. The Board may invite others interested in biodiversity conservation.

9.2.2. The annual meeting will be in a format to be determined by a majority vote of a quorum of the Board.

9.2.3. Notice of the annual meeting, accompanied by a preliminary agenda, shall be sent at least twenty (20) days prior to the meeting either by electronic means or in written form.

## **ARTICLE X. FISCAL MATTERS AND RECORDS**

**Section 10.1. Partnership Year.** The affairs of the Partnership shall be conducted on the basis of a calendar year.

### **Section 10.2. Funds.**

10.2.1. The Board of Directors shall have the authority and power to designate various categories of funds for use consistent with the purposes of the Partnership. The Board may designate categories of funds with restrictions and conditions on the expenditure thereof and such categories may be in addition to those funds received with restrictions imposed by the respective donor.

10.2.2. The funds of the Partnership shall be deposited in financial institutions designated by the Directors.

10.2.3. Partnership funds may be disbursed or withdrawn for single expenses of \$1,000 or less by the Treasurer, President, Chairman of the Board, or by one or more Directors or employees as the Board may from time to time designate. Disbursal of funds for single expenses exceeding \$1,000 shall require authorization by written or electronic means by any two (2) of the following: President and members of the Executive Committee.

10.2.4. There shall be an annual audit by an external auditor of the books of the Treasurer and of the funds and securities of the Partnership.

### **Section 10.3. Contracts.**

10.3.1. Except as otherwise restricted, the Board of Directors may authorize any officer, employee, or agent to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Partnership, and such authority may be general or confined to specific instances.

10.3.2. Unless so authorized, no officer, agent, or employee shall have power or authority to bind the Partnership by a contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount unless in the ordinary course of business.

**Section 10.4. Books and Records.** The Board of Directors shall keep, or delegate to be kept, records of all proceedings of the Partnership, its Board, and Task Forces, including financial statements, Articles of Incorporation, bylaws and amendments thereto, and any other records and books necessary and appropriate to the conduct of Partnership business.

## **ARTICLE XI. AMENDMENTS**

**Section 11.1. Amendments of the Bylaws.** The bylaws of the Partnership may be amended at a meeting of the Board by a vote of the majority of the entire Board of Directors, provided notice of the proposed amendment shall have been given to the Directors in writing or by electronic means at least ten (10) days prior to voting on such amendment.

**Section 11.2. Amendment of Articles.** The Articles of Incorporation may be amended or altered at a meeting of the Board by a vote of the majority of the entire Board of Directors, provided notice of the proposed amendment shall have been given to the Directors in writing or by electronic means at least ten (10) days prior to voting on such amendment.

## **ARTICLE XII. LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

### **Section 12.1. Limitation of Personal Liability of Directors.**

12.1.1. A Director will not be personally liable for monetary damages for an action taken, or failure to take an action, unless (a) the Director has breached or failed to perform the duties of the Director's office under these bylaws and (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

12.1.2. The provisions of this section do not apply to (a) the responsibility or liability of a Director pursuant to a criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

### **Section 12.2. Indemnification in Third Party Proceedings.**

12.2.1. The Corporation will indemnify a person who was or is a party, or is threatened to be made a party, to a threatened, pending or completed action, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Corporation) by reason of the fact that the person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another entity, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to a criminal action, had no reasonable cause to believe the conduct was unlawful.

12.2.2. The termination of an action by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, will not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to a criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

## **ARTICLE XIII. DISSOLUTION**

### **Section 13.1. Dissolution.**

13.1.1. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the assets of the Corporation to one or more organizations, as selected by a two-thirds vote of the entire Board, that are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any successor legislation).

13.1.2. The Board shall require that the distributed assets, minus reasonable administrative expenses, will be used by such organizations for such purposes and under such terms as are consistent with the mission and purpose of the Corporation.

13.1.3. The Board shall determine, by a two-thirds vote of the entire Board, any other terms of distribution.