

**BYLAWS OF THE
PENNSYLVANIA FARMLAND PRESERVATION ASSOCIATION**

ARTICLE I - NAME, MISSION AND PURPOSES OF ORGANIZATION

1. The name of the organization shall be the "Pennsylvania Farmland Preservation Association", a Pennsylvania incorporated association.

2. The mission of the organization shall be to operate a nonprofit, nonpartisan statewide incorporated association of conservation easement professionals, dedicated to promoting and enhancing the interests of agricultural land preservation programs in Pennsylvania.

3. The purposes of the organization shall include, but shall not be limited to, the following:

- (a) To develop the skills and resources of the organization's members; and
- (b) To promote the common interests of those engaged in farmland preservation; and
- (c) To facilitate communication and education among farmland preservation professionals in the public and private sectors and among various levels and branches of government; and
- (d) To establish and promote standards within the profession of farmland preservation; and
- (e) To consider and provide comment on farmland preservation legislation, regulations, guidelines and issues.

ARTICLE II - MEMBERSHIP

1. There will be two levels of membership.

(a) Voting Member - limited to one per county and to county farmland preservation administrators only, with full voting privileges. Voting members shall pay an annual fee of fifty dollars (\$50.00); a voting member will be considered in good standing provided their annual fee is paid prior to the call to order of the meeting ("member").

(b) Contributing Member - open to anyone contributing an annual twenty-five dollar (\$25.00) fee to the association. Contributing members do not have voting privileges and may be asked to leave the business meeting if an Executive Session is called.

2. Each voting member shall be entitled to one (1) vote on matters coming before the organization for action; provided, however, that voting by written proxy, duly executed by a member, shall be permitted by another member, or an absent member's County program staff member or local County Agricultural Land Preservation Board member. Additionally, in the

event that a member is unable to attend a duly convened meeting of the organization, and with regard to action taken by the organization without a meeting, a member shall be entitled to vote by mail or fax transmission, which mail or fax transmission vote shall be duly executed by the absent member and, in order to be counted, must be received by the Secretary prior to or as of the convening of the subject meeting.

ARTICLE III - MEMBERSHIP MEETINGS

1. The organization shall have two (2) regular meetings per year, one (1) in the Spring and one (1) in the Fall. The specific date, time and place of each regular meeting shall be provided in writing by the organization's Secretary at least twenty (20) days in advance of each regular meeting.

2. Special meetings of the organization may be convened, as necessary or appropriate, at either the call of the organization's President or that of any three (3) members. Any three (3) members' call of a special meeting of the organization shall be in writing and forwarded to the organization's Secretary for scheduling. Absent exigent circumstances, written notice of all special meetings shall be provided to all members by the Secretary at least ten (10) days in advance of each such special meeting.

3. A meeting of members duly called shall not be organized for the transaction of business of the organization unless a quorum is present. The presence of a minimum of ten (10) voting members of the organization shall constitute a quorum for the transaction of the organization's business at a duly called regular or special meeting.

4. In the event that less than a quorum of the members inform the Secretary at least five (5) days before any meeting date that the member or proxy will be able to attend such meeting, such meeting shall be postponed and rescheduled.

5. The members present at a duly convened meeting can continue to do business of the organization until adjournment, notwithstanding the withdrawal of enough members to leave less than the required quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. Those who attend the adjourned meeting (which was canceled as aforesaid due to the lack of a quorum), although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such meeting at least ten (10) days prior to the date named for the adjourned meeting.

6. With the exception of the amendment of these Bylaws, action of the organization shall require the majority vote of the quorum in attendance at any meeting of the organization; provided, however, that action may also be taken by the association without a meeting if a majority of the organization's total membership files a written consent to such action without a meeting and an affirmative vote thereon duly filed with the organization's Secretary. Taking action by the organization without a meeting shall be initiated in the same manner as that set forth above relative to the convening of a special meeting. Upon the initiation of action by the

organization without a meeting, as aforesaid, the Secretary shall provide each member with written notice of the proposed action, which written notice shall include provisions for the member's affirmative or negative vote on: (a) whether the organization should take action on the question without a meeting; and (b) the question itself. Such written notice shall also inform each member of the deadline for receipt by the Secretary of each member's written vote relative to (a) and (b) just mentioned.

7. Executive Sessions may be called during the business meeting by the President or may be requested by any voting member. If an Executive Session is called, only voting members in good standing of the organization may be in attendance.

ARTICLE IV - OFFICERS OF THE ORGANIZATION

1. The officers of the organization shall be comprised of the President, Vice-President, Secretary and Treasurer. Such officers, as well as the one (1) at-large member of the Executive Committee, shall be elected at the organization's annual Fall regular meeting, and shall serve for a term of two (2) years or until their respective successors in office are elected. All officers and Executive Committee members shall be eligible to serve successive terms in office. In the event of a vacancy in the office of President, Vice-President, Secretary, Treasurer or at-large member of the Executive Committee, the Executive Committee shall thereupon appoint a member to fill such vacancy until the organization's next regular meeting, at which next regular meeting the members shall, if applicable, elect a member to fill the subject position until the expiration of the original term of office.

2. The President of the organization shall conduct and preside at all regular and special meetings of the organization, and shall, upon affirmative vote/authorization by the organization's members, serve as spokesperson for the organization relative to the issue(s) so authorized.

3. The Vice-President shall perform the duties and have the authority of the organization's President in the event of the latter's absence or unavailability.

4. The Secretary shall have the duty to take, prepare and distribute written Minutes of all organization regular and special meetings, schedule the organization's meetings, be responsible to post approved meeting minutes and any other pertinent information within ten (10) days from any regular or special meeting on the PFFA website and conduct all correspondence and document preparation on behalf of the organization as authorized upon vote(s) of its members. The elected Secretary may appoint an Assistant Secretary to assist them in their duties as necessary and may record and sign minutes of the regular meetings of the organization. The Assistant Secretary does not have to be a voting member of the organization, but must be a Contributing Member and such appointment will be approved by the Executive Committee. In the event that an Executive Session is called, the Assistant Secretary will remain and record the minutes of such session.

5. The Treasurer shall have the duty to keep and maintain the financial records of the organization and collect, deposit, administer and expend the same as authorized, from time to time, by the members. Such officer shall have the responsibility to instruct the At-Large Member to send notices regarding the organization's dues.

6. The At-large Member shall have the duty to act as Information Coordinator for the Association. Duties shall be to update and maintain a membership database which will note current members' status (voting or contributing member) as well as mailing and contact information for Sponsors, workshop speakers and workshop attendees. Such officer shall account annually to the organization's members and have the responsibility to coordinate between members and the web master to post information on the website as needed. The At-large Member may appoint their staff to assist in these duties, or request the assistance from other Members staff. The Association may reimburse that County for expenses as incurred. These expenses must be approved by the Executive Committee prior to submitted the invoices to the Treasurer.

ARTICLE V - EXECUTIVE COMMITTEE

1. The organization's Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer and one (1) at-large member of the organization.

2. The Executive Committee shall be authorized to represent the organization at meetings or conferences regarding issues pertaining to the organization's mission and purposes, including, but not necessarily limited to, land use and growth management. Any member of the Executive Committee shall be empowered to represent the consensus of the Executive Committee concerning financial, legal and regulatory issues.

ARTICLE VI - MISCELLANEOUS

1. The dues of the organization shall be Fifty Dollars (\$50.00) per year per Member, and Twenty-five Dollars (25.00) per year per Contributing Member, payable on or before the annual Spring meeting of each year. Payment of dues shall be a prerequisite for membership, and membership shall commence upon the payment of dues.

2. PFPA Sponsors (Public or Non-profit entities) - For a contribution to the organization of \$250.00 the following will apply:

- (a) Name, logo and/or business card will appear in all correspondence regarding regular meetings
- (b) Time on the agenda to introduce themselves
- (c) Two (2) contributor memberships to the organization (a \$50.00 value)
- (d) They will have available to them a display table for the day of the regular meeting (a \$50.00 value)
- (e) Two (2) complete registrations to the regular meeting (a \$80.00 + value)

3. Table Vendors (Public or Non-profit entities) - For a contribution of \$100 to the organization the following will apply:

- (a) One (1) contributor membership to the organization (a \$25.00 value)
- (b) They will have available to the a display table for the day of the regular meeting (a \$50.00 value)
- (c) One (1) complete registration to the regular meeting (a \$40+ value)

3. If permissible, the funds of the organization shall be deposited by the Treasurer in a separate, restricted account of the County represented by said officer, in the name of the organization; if, at any time, the maintenance of the organization's funds, as aforesaid, is not permitted, the organization's funds shall be kept and maintained by the Treasurer in a non-interest-bearing bank account, in the name of the organization, in a national-or state-chartered-banking institution located within the County represented by the Treasurer.

ARTICLE VII - INDEMNIFICATION CLAUSE

1. General Rule - An Officer shall not be personally liable for monetary damages as an Officer for any action taken, or any failure to take any action, unless:

- (a) the Officer has breached or failed to perform the duties of Officer in accordance with the standard of conduct contained in Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988, 15Pa. C.S.A. §5712 and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Officer pursuant to any criminal statute, or (b) the liability of a Officer for the payment of taxes pursuant to local, state or federal law.

2. Indemnification - The Association shall indemnify any officer {or employee or representative of the Association } who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) by reason of the fact that such person is or was a representative of the Association , against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association , indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been

adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

3. Procedure - Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by the Officers by a majority vote of a quorum consisting of officers who were not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Officers so directs, by independent legal counsel in a written opinion.

4. Advancement of Expenses - Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 2, and may, in any other case, be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association .

5. Continuing Right to Indemnification - The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer [or employee or representative] of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

6. Other Rights - This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

ARTICLE VIII - AMENDMENT OF BYLAWS

1. The organization's Bylaws may be adopted, amended or repealed only at regular meetings of the organization, upon affirmative vote of a majority of the total number of members of the organization or, alternatively, upon affirmative vote of two-thirds (2/3) of the quorum in attendance. Proposed amendments to these Bylaws shall be forwarded, in writing, to the organization's secretary, who shall thereupon circulate the same to all of the organization's members at least five (5) days in advance of any regular meeting of the organization.

Adopted June 30, 1995

Amended October 26, 1995

Amended March 14, 1996

Amended October 11, 2000

Amended March 13, 2001

Amended October 18, 2007