

Proposed Revised Bylaws

Little Juniata River Association --Bylaws

Article I. Name

The name of this organization is the Little Juniata River Association herein after referred to as the (LJRA). This is a nonprofit, tax-exempt organization as defined in section 501(c)(3) of the Internal Revenue Code. The fiscal year for LJRA is the annual calendar year (Jan.1st to Dec. 31st).

Article II. Purpose

- a. The purpose of the LJRA is to monitor, preserve and improve the Little Juniata River and its tributaries, as a cold-water resource.
- b. The LJRA will periodically set and publish goals that support this purpose.
- c. The LJRA is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose Article hereof.
- e. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- f. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article III. Membership

- a. Membership shall consist of individuals or corporations who support the purpose of the LJRA and pay annual or lifetime dues.
- b. Each member shall have one vote to cast on any vote taken at a meeting of the membership called in accordance with these bylaws.
- c. Corporate members will have only one voting representative.

Article IV. Board of Directors

- a. The Board of Directors hereafter known as the Board, shall serve without pay and consist of four officers and seven directors.
- b. Directors may be nominated by any LJRA member at a regular meeting.
- c. To become a director, a nominee for director must receive a majority vote by a quorum of

board members.

d. Directors will serve a term of one year at which time they may be reaffirmed by the Board.

e. Nominations and resulting elections for directors shall be held during the 1st quarter of each Calendar year.

f. In the event of a vacancy created during a director's term, the President/Chair shall recommend a member to serve until a regular annual election is held. The LJRA Board shall approve or disapprove this recommendation by a majority vote

g. Board members with three consecutive and unexcused absences from scheduled meetings, may be dismissed at the discretion of the Board.

h. Honorary positions of Director Emeritus may be appointed at the discretion of the LJRA Board. Director Emeritus may attend executive meetings but will not be entitled to vote.

Article V. Officers

a. The officers of the Board shall consist of a President/Chair, a Vice President, a Secretary, and a Treasurer. Officers must be nominated from the current list of directors.

b. Nominees for officers will be voted upon by the Board and elected by a simple majority.

c. Elected officers will serve a term of one year at which time they may be reaffirmed by the Board.

d. All four officers are voting members of the Board.

e. Any LJRA member may nominate an officer, but the member must be present at a nomination meeting of the LJRA to do so.

f. Nominations and resulting elections for officers shall be held during the first quarter of each calendar year.

g. The President/Chair shall preside at all board meetings, appoint committee members and perform other duties as associated with the office. In addition, he/she may also designate a member to serve as an interim Secretary or Treasurer, in their absence.

h. The Secretary shall be responsible to record all proceedings of the board, keep all approved minutes in an electronic file or a minutes book and send out electronic copies of minutes to all members after the approval by the President/Chair.

i. The Treasurer shall be responsible for all checking accounts and the security of the funds collected by the organization. The Treasurer or a designated representative and one other officer or director authorized by President/Chair board shall sign for all expenditures in excess of \$500 made for the organization from these funds. Not less than two and normally not more than four authorized signatures of LJRA Board members may be assigned to said accounts.

j. In the absence of the President/Chair, the Vice president, or a designee by the Board will perform the duties of President/Chair on an interim basis.

Article VI. Committees

a. The President/Chair, with the approval of the Board, may appoint committees, committee leaders or project managers, as needed.

b. Committee leaders and project managers will be responsible to make progress reports, either in person or in writing, at the regular meetings.

Article VII. Meetings

a. Regular meetings for all members shall be held normally on the second Thursday of every month. These meetings may be rescheduled or cancelled, at the discretion of the President/Chair. These meetings are open to the public.

- b. Meetings for nominations and elections, re normally held in the 1st quarter of a calendar year.
- c. Special meetings may be held at any time when called for by the President/Chair or by a majority of Board members.
- d. Board meetings may be held in place of the regular monthly meetings, and shall be held at a minimum of twice annually. Executive meetings of the board are not open to the public.
- e. Agendas for regular meetings shall be provided to all members at least five days in advance, while agendas for executive sessions of the Board may be restricted to the Board's use only.
- f. Minutes of regular meetings will be placed on the LJRA Web site and sent to all members via email. Minutes and all other public communications, including press releases shall be approved by the President/Chair before publication.

Article VIII. Voting

- a. At regular scheduled meetings, each attending member will have one vote on routine matters that arise at the meetings, such as, but not limited to: expenditures of less than \$500 from the organization's checking account; dates for annual projects, such as stream cleanups; and other issues not addressed by the officers and board members.
- b. At executive sessions of the Board, votes on major issues, such as, but not limited to: expenditures or commitments involving \$500 or more from the organization's checking account; commitments of significant LJRA resources; and establishing and setting priorities for projects, must pass by a simple majority of a quorum of Board members.
- c. A majority of board members (six of eleven) shall constitute a quorum and shall be required to conduct a vote on major issues. In the absence of a quorum, no vote shall be taken on major issues. Passage of a motion on major issues will require a simple majority.
- d. Votes by the Board, may be conducted via e-mail at the discretion of the President/Chair.

Article IX. Grant-Funded Project and Expenditures

- a. Grant-funded projects will be reviewed, approved and adopted by the Board.
- b. Budgets for grant-funded projects will be prepared by committee leaders or project managers for review by the President/Chair and approval by the Board.
- c. Committee leaders or project managers will exercise due diligence to find the most desirable estimates for materials, contractors and sub-contractors when needed. Recommendations will be reviewed by the President/Chair and then presented, either in person or in writing, to the Board for approval.
- d. Once approved by the Board, checks up to the approved level, may be requested by the committee leader or project manager and issued by the Treasurer.
- e. All volunteer participants in a project conducted by the LJRA shall be covered by liability insurance provided by LJRA.

Article X. Indemnification

- a. Unless otherwise prohibited by law, the Little Juniata River Association shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal,

administrative or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the organization for damages arising out of his/her own negligence or misconduct in the performance of a duty to the organization.

b. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The organization may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that he/she is not entitled to indemnification under this Article.

c. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

d. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise and shall not restrict the power of the organization to make any indemnification permitted by law.

Article XI Insurance

a. The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the organization would have the power to indemnify the person against that liability under law.

b. In no case, however, shall the organization indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the organization is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article XII. Dissolution of the Organization

On dissolution of the organization, the officers shall, after paying or making provision for payment of all liabilities of the organization, deliver all remaining property of the organization to an organization operated exclusively for charitable or educational purposes which qualifies as exempt under section 501(c) (3) of the Internal Revenue Code.

Article XIII. Amendments

Except as may be otherwise required by law, the articles of organization or these bylaws, these bylaws may be altered, amended or repealed and new bylaws adopted by a majority of the Board present at any regular meeting, provided a quorum is present and at least 30 days

written notice is given to each member of intention to alter, amend or repeal or to adopt new bylaws at such meetings.

Article XIV. Adoption of amended Bylaws

Adopted by the Little Juniata River Association on ----/----/----at a regular meeting of the organization.

By:

Bill R. Anderson –

President/Chair

Lee Pryor

Secretary