Appendix C

# TOOKANY/TACONY-FRANKFORD WATERSHED PARTNERSHIP CORPORATE BYLAWS

## ARTICLE 1
## NAME; PRINCIPAL OFFICE

1.1. **Name**. The name of the nonprofit corporation is Tookany/Tacony-Frankford Watershed Partnership ("Corporation").

1.2. **Principal Office**. The principal office of the Corporation shall be c/o the Pennsylvania Environmental Council (PEC) at 123 Chestnut Street, Suite 401, Philadelphia, PA 19106. The Corporation may also have offices at other places as the Directors may from time to time see fit or the activities of the Corporation may require.

## ARTICLE 2
## PURPOSES

2.1. **General Purposes.** The Corporation is established in compliance with the Nonprofit Corporation Law of 1988 (the "Act"). The Corporation is established exclusively for charitable, educational and scientific purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

2.2. **Specific Purposes.** The primary purposes of the Corporation are to carry out all activities allowable under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States), including but not limited to: implement the Integrated Watershed Management Plan for the Tookany/Tacony-Frankford Watershed ("TTF Watershed"); improve stream habitat and integrity of aquatic life; reduce the impact of urbanized flow on living resources; improve dry and wet weather stream quality to reduce the effects on public health and aquatic life; protect and restore stream corridors, buffers, floodplains, and natural habitats including wetlands; identify flood prone areas and decrease flooding; enhance community environmental quality of life; foster community stewardship; and improve inter-municipal, inter-county, state-local and stakeholder cooperation and coordination on a watershed wide basis through dedicated public education and outreach.

## ARTICLE 3
## MEMBERS

3.1. **Membership Corporation.** The Corporation shall have no members.

3.2. **Honorary Titles.** The Directors may create such classes of membership, such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Act.

## ARTICLE 4
## DIRECTORS

4.1. **Powers.** The activities, property, and affairs of the Corporation shall be managed by the Board of Directors ("Board"). Each Director shall possess all powers and undertake duties required for the conduct and management of the business and affairs of the Corporation except as otherwise required by law, these Bylaws, or a resolution duly adopted by the Board. The Board may adopt such rules and regulations as may be required by regulatory authorities.

4.2. **Categories of Board Membership.**

(a) The Board of Directors shall consist of not less than eleven (11) and not more than twenty-four (24) persons. Board members shall represent a specific Board category as defined herein.

(b) *Appointed Board Members:*

Each of the following entities ("Eligible Appointing Entities") shall be entitled to appoint one member of the Board of Directors: Montgomery County Board of Commissioners, Abington Township, Cheltenham Township, Jenkintown Borough, Rockledge Borough, Philadelphia Water Department, Fairmount Park Commission, Philadelphia City Planning Commission, the Mayor's Office of the City of Philadelphia, and the Office of the President of City Council (Philadelphia).

(c) *Elected Board Members*:

The *Elected Direc*tors shall be elected by the Board in accordance with procedures established in these Bylaws. The *Elected Directors* shall, whenever possible, represent the following constituencies: non-profit organizations, large businesses, small businesses, universities, civic organizations, and individuals who are stakeholders of TTF Watershed.

4.3. **Term of Office.**

(a) The members of the initial Board of Directors shall include both *Appointed Directors* and *Elected Directors. Appointed Directors* shall be appointed by their respective Eligible Appointing Entities; *Elected Directors* shall be appointed by the Incorporator at the First Organizational Meeting of the Board. The initial Directors shall be assigned an initial Board term of one (1) year, two (2) years, or three (3) years.

(b) Thereafter, as the initial terms of the initial Board Directors conclude, Directors shall be appointed or elected to the Board at the Corporation's Annual Meeting. Directors shall be appointed or elected to fill specific categories of Board membership in accordance with these Bylaws.

(c) Upon the conclusion of the initial terms as described in Section 4.3(a), all Directors shall serve a three-year term. The terms of the Directors shall be fixed so that the term of one-third of such Directors shall expire at each Annual Meeting of the Corporation.

(d) No Director may serve more than six consecutive years (not including the initial term).

4.4. **Appointment of the *Appointed Directors*.**

(a) Not less than thirty (30) days before the First Organizational Meeting, the Eligible Appointing Entities shall submit to the Incorporator their respective appointments for Directors ("*Appointed Directors*"). Eligible Appointing Entities shall only appoint professionals or staff of the Eligible Appointing Entities, or those who provide professional services to the jurisdiction of the Eligible Appointing Entities. During the First Organizational Meeting, the Incorporator shall announce and seat the *Appointed Directors*.

(b) Thereafter, not less than thirty (30) days before each Annual Meeting, the Eligible Appointing Entities shall appoint the number of nominees equal to the number of directorships that are vacant or will become vacant at the time of the Annual Meeting. These Eligible Appointing Entities shall submit to the Secretary of the Board their

appointments for *Appointed Directors*. The Secretary shall immediately inform the Board of Directors of these appointments. During the Annual Meeting, the Board of Directors shall announce and seat the *Appointed Directors*.

4.5. **Nomination and Election of the *Elected Directors*.**

(a) During the First Organizational Meeting, the Incorporator shall announce and seat the first *Elected Directors*.

(b) Thereafter, not less than sixty (60) days prior to each Annual Meeting, the President shall send written notice to the members of the Board announcing the number of Directors to be elected, declaring that the nominations of candidates for election as Director are open, and calling for nominations. Nominations will be directed though a Nominations Committee appointed by the Board President.

Not less than thirty (30) days before the Annual Meeting, the Nominations Committee shall submit to the Secretary of the Board its nominations. After nominations have been made, the President shall declare the nominations closed, and thereafter no further nominations may be made.

(c) During the Annual Meeting, the voting procedure followed shall be such that a separate vote is taken for each directorship to be filled. Each directorship shall be filled by majority vote of the Directors voting (a quorum must be present).

d) Upon demand of any three Directors in attendance, elections shall be conducted by written ballot; otherwise all ballots will be cast by voice vote only.

4.6. **Removal.**

(a) The Board, by a majority vote, may make a recommendation for removal of an *Appointed Director*. After a lawfully conducted vote to recommend removal is affirmed, the President shall contact the Eligible Appointing Entity that appointed this Director and discuss matters concerning removal of this Director and appointment of a new Director by the Eligible Appointing Entity. The Eligible Appointing Entity shall make the final decision concerning the removal of this *Appointed Director.*

(b) Any *Elected Director* may be removed from office, without the assignment of any cause, by a majority vote of the Board, whenever in the judgment of the Board the best interest of the Corporation will be served.

(c) Votes in accordance with the above Section 4.6 (a) and (b) shall be conducted at a duly convened meeting of the Board. The written notice of the intention to consider removal of such Director shall be included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.7 **Vacancies.**

(a) When a directorship of an *Appointed Director* becomes vacant during the period between Annual Meetings of the Corporation, the President shall inform the affected Eligible Appointing Entity to appoint a new Director to fill such vacancy until the next Annual Meeting.

(b) When any directorship of an *Elected Director* becomes vacant during the period between Annual Meetings of the Corporation, the Board may elect a new Director to fill such vacancy until the next Annual Meeting. The vacancy shall be filled with a Director from the same type of organization, business, civic interest, or individual interests as set forth in Section 4.2 (c).

4.8. **Resignation**. Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the President (or in the case that the President elects to resign or is not available, receipt by the Board of Directors), or at such subsequent time as may be specified in the notice of resignation.

4.9. **Director Compensation.** Directors shall not be compensated for their service on the Board, although they may be reimbursed for reasonable and necessary expenses incurred for the benefit of the Corporation. Reimbursement shall require the submission of expense vouchers and receipts.

4.10. **Conflict of Interest.**

(a) No contract or transaction between the Corporation and its Directors or Officers or between the Corporation and any other corporation, partnership, association, organization, or governmental agency in which one or more of its Directors or Officers have a financial interest shall be void or voidable if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed to the Board of Directors, and are authorized in good faith by the affirmative vote of a majority of disinterested Directors; and

(2) the contract or transaction is fair to the Corporation as of the time it is authorized by the Board of Directors.

(b) In making the above determination, the affected Director or Officer shall withdraw from the meeting in which this matter is discussed for as long as this matter remains under consideration. Should the matter be brought to a vote, the affected Director shall neither be present nor cast a vote.

## ARTICLE 5

## MEETINGS

5.1. **Annual Meetings.**

(a) The Annual Meeting of the Directors shall be held during the month of May of each year at the offices of one of the Directors or at such other location as agreed upon by the Directors at least two (2) weeks prior to the Annual Meeting. If all of the Directors agree, the Annual Meeting may be held during a month other than May as determined at least two (2) weeks prior to the Annual Meeting.

(b) At the Annual Meeting, the Board shall be organized for the succeeding year, including the official recognition of appointment of the *Appointed Directors* and the election of the *Elected Directors* by vote of the remaining Directors, to fill the positions of those whose terms expire at that time, as well as review and adoption of the annual budget, and consideration of such other matters as may properly come before the Board.

5.2. **Regular Meetings.** The Board of Directors shall meet according to a schedule it determines, provided that it meets at least four times a year, and without an interval of more than four months between any two meetings. Each Director shall receive timely advance notice of meetings, in accordance with these Bylaws.

5.3. **Special Meetings.** Special meetings may be called by the President or by any five Directors calling for the meeting by contacting the President.

5.4. **Telephone Communication.** Members of the Board of Directors may participate in any meeting of the Board through the use of conference telephone or similar communication equipment that enables all participants in the meeting to hear each other at the same time. Such participation shall constitute presence in person at the meeting.

5.5. **Quorum and Voting**.

(a) Two-thirds of the Directors seated shall constitute a quorum for amendment of the Articles of Incorporation or the Bylaws; issues relating to the sale, lease, or purchase of real estate; and removal or suspension of any Officer at any Board meeting, whether annual, regular, or special. For matters mentioned above, if a quorum is present, the act of two-thirds of Directors voting shall be an act of the Board of Directors.

(b) For all other matters, unless specifically stated by resolution of the Board, a majority of the Directors seated shall constitute a quorum. If a quorum is present, the act of a majority of Directors voting shall be an act of the Board of Directors, except as otherwise expressly provided in these Bylaws or required by law.

5.6. **Notice**. Notice shall be given in writing to each Director of each Annual, regular, or special meeting of the Directors. Such notice shall be delivered by hand, by mail, or by facsimile or electronic mail at least ten (10) days before the day named for the Annual, regular or special meeting. The notice shall state the date, time, place, and purpose of the meeting, including the agenda, if one has been established or required by these Bylaws.

5.7. **Waiver of Notice.** A written waiver signed by a Director, or attendance by a Director at any Annual, regular, or special meeting, shall be deemed equivalent to appropriate notice and shall be considered consent to the holding of the meeting.

5.8. **Proxy Votes**. A Director is allowed to vote by proxy, if necessary. Every proxy shall be executed in writing by the Director or by his or her duly authorized representative and filed with the Secretary of the Corporation. A proxy statement shall indicate the specific matters on which the proxy is authorized to vote. A Director's proxy who is entitled to vote at the meeting shall vote only in the matters specified in the proxy statement executed by the Director and only for that specific meeting. A vote by proxy that exceeds the authority specified in the proxy statement is invalid. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

## ARTICLE 6
## OFFICERS

6.1. **Officers.** The officers of the Corporation shall be a President, Vice-President, Treasurer, Secretary, and an Executive Director, and such other officers as the Board of Directors may from time to time elect. The duties of the officers of the Corporation shall be as provided in the Bylaws, except as modified from time to time by the Board.

6.2. **Election and Term.** Officers may be elected for more than one office and serve for consecutive terms. The Officers (except for Executive Director) shall be elected by a majority vote of the Board at the Annual Meeting of Directors and shall serve for a term of one (1) year and until their successors are elected and qualified, or until death, resignation, or removal.

6.3. **Qualification of Officers.** The President, Vice-President, Secretary, and Treasurer must be at least 18 years of age and shall be members of the Board of the Corporation.

6.4. **President.** The President shall preside at meetings of the Board, shall have general responsibility for dealing with questions of policy related to the Corporation's affairs, and shall be responsible for calling meetings of the Board and for assuring adequate communication between the operating staff of the Corporation and the Board on matters of policy and financial concerns.

6.5. **Vice-President.** The Vice-President shall perform such duties as may from time to time be assigned by the Board of Directors or designated by the President. In the case of the death, disability, or absence of the President, the Vice-President shall fulfill all the duties and be vested with all powers and responsibilities of the President.

6.6. **Secretary.** The Secretary shall keep a book of minutes of all meetings of the Board, shall direct the issue of all notices required by law or requested from time to time by the Board of Directors or by the President, and shall perform such other duties as are incident to the office of Secretary. The Secretary shall be the custodian of the seal of this Corporation and all books, records, and papers of this Corporation, except those documents in the charge of the Treasurer, or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

6.7. **Treasurer.** The Treasurer serves as the principal financial advisor to the Board of Directors in planning, directing, and appraising the effectiveness of the Corporation's fiscal operations. The Treasurer shall ensure full and accurate accountability and control of the receipts and disbursements of the Corporation's assets. The Treasurer shall perform such other duties as may be assigned by the Board of Directors or as are incidental to the office. The Treasurer shall agree to be bonded as deemed necessary by the Board of Directors.

6.8. **Executive Director.** The position of Executive Director is a paid position within the Corporation. The Executive Director shall be appointed or dismissed by the Board of Directors, on such terms and conditions as the Board of Directors deems appropriate. The Executive Director shall be an ex-officio member of the Board of Directors, shall direct all operations of the Corporation, shall supervise all personnel, and shall have control and management of its business and affairs, all subject to the direction of the Board of Directors. The Board shall evaluate the performance of the Executive Director annually, against a set of written, agreed upon goals and objectives.

## ARTICLE 7
## COMMITTEES

7.1. **Establishment.**

(a) The Board of Directors may, if set forth in these Bylaws or by resolution, establish one or more committees and give them such powers and authority as the Board shall deem appropriate.

(b) Committees shall have and shall exercise authority as prescribed by the Board of Directors. The creation of a committee shall not operate to relieve the Board of Directors, or any individual Director, of the responsibility imposed by law. No committee shall have the authority of the Board to conduct any of the following:

(1) The filling of vacancies of the Board;
(2) The adoption, amendment, or repeal of the Bylaws;
(3) The amendment or repeal of any resolution of the Board; and
(4) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board, or to the full Board.

7.2. **Executive Committee**.

(a) The members of the Executive Committee shall be the Officers who are elected by the Board at the Annual Meeting. This shall include the President (who shall serve as chair of the Committee), Vice-President, Secretary, and Treasurer. In addition, the Executive Committee shall include one additional Director. Such additional member shall be elected to the Executive Committee at each Annual Meeting following the election of Directors and Officers, and shall serve for one year or until his/her successor is seated to this Committee.

(b) The Executive Committee shall have power and authority to take actions on behalf of the Board of Directors for emergencies and other urgent business matters that occur between meetings of the Board. The Executive Committee shall not be authorized to conduct the standard and usual business of the Board. All actions taken by the Executive Committee shall be reported at the next meeting of the Board and shall be binding on the Board only when approved by formal vote of the Board or when so authorized previously by the Board and delegated to the Executive Committee.

## ARTICLE 8
## DISSOLUTION

8.1. **Distribution of Assets.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 9
## AMENDMENTS

9.1. **Amendments.**

(a) The Directors may, by a two-thirds vote of those present in person at any duly called meeting at which a quorum is present as set forth in Article 5.5(a) of these Bylaws, alter, amend, or repeal the Articles of Incorporation or these Bylaws or any portion thereof. Provided, however, that no such alteration, amendment, or repeal should impair the Corporation's eligibility for exemption under Section 501(c) (3) of the Internal Revenue Code of 1986.

(b) Written notice as to the substance and effect of any proposed amendment to the Articles of Incorporation or these Bylaws shall be given or mailed to each Director not less than ten (10) days prior to the meeting of the Board at which such proposed amendment is submitted to a vote.

## ARTICLE 10
## OPERATIONS

10.1. **Execution of Documents.** Except as otherwise provided by law or resolution of the Board of Directors, checks, drafts, promissory notes, orders for payment of money, other evidences of indebtedness of this Corporation, contracts, leases, or other instruments executed in the name of and on behalf of the Corporation may be signed by any Officer or any Director. If the amount of indebtedness or obligation on any single document mentioned in this Article is two thousand dollars ($2,000) or above, such document shall be executed by two people who have authority to sign (Officer or Director) in order to be binding on the Corporation.

10.2. **Corporate Seal.** The Corporation may have a corporate seal containing the name of the Corporation, the year of incorporation, and such other details as may be approved by the Board of Directors.

10.3. **Books and Records.** The Corporation shall keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office the original or a copy of its Articles of Incorporation as filed with the Secretary of State of the Commonwealth of Pennsylvania, and the original or a copy of these Bylaws, including amendments, certified by the Secretary of the Corporation

10.4. **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

## ARTICLE 11
## LIABILITY AND INDEMNIFICATION

11.1. **Liability.** General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take action, unless:

(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in section 5712 of the Act, "Standard of care and justifiable reliance"; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Provided, however, the foregoing provision shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payments of taxes pursuant to local, state, or federal law.

11.2. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or employee of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, governmental agency, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act.

11.3. **Indemnification.**

(a) The Corporation shall reimburse any Director, Officer, or other representative of the Corporation (each, a "Representative") for any expenses that are actually and reasonably incurred by him or her in connection with any lawsuit or action in which the performance of his or her duties as a Representative is in question ("Reimbursable Costs") if he or she is successful in defending himself or herself against the lawsuit or action as demonstrated by a judgment in his or her favor on the merits of the claim.

(b) Subject to paragraph (c) below, the Board has discretion to decide, by a unanimous vote, whether to reimburse a Representative for Reimbursable Costs in those instances where a judgment in his or her favor on the merits of the claim is not reached and, therefore, he or she is not entitled to mandatory indemnification pursuant to paragraph (a) above, but where the Representative acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to a criminal proceeding, had no reasonable cause to

believe that his or her conduct was unlawful. The Corporation may only reimburse the Reimbursable Costs up to the limit amount that its insurance covers.

(c) Under no circumstances may the Corporation reimburse a Representative for Reimbursable Costs if a court determines that his or her behavior in connection with the lawsuit or action at issue constituted willful misconduct or recklessness.

ADOPTED BY THE BOARD OF DIRECTORS ON _____.

_____ _____

President, Date
Board of Directors

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Secretary,
Board of Directors

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