

**BY-LAWS OF
PENNSYLVANIA PARKS AND FORESTS FOUNDATION**

ARTICLE I

NAME, OFFICES AND FISCAL YEAR

1.01. Name. This organization shall be known by the name PENNSYLVANIA PARKS AND FORESTS FOUNDATION (the “Corporation” or “PPFF”).

1.02. Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 704 Lisburn Road, Suite 102, Camp Hill, Pennsylvania, until otherwise established by a vote of a majority of the Board of Directors (the “Board”), and a statement of such change is filed with the Department of State; or until changed by an appropriate amendment of the articles of incorporation.

1.03. Other Offices. The Corporation may also have offices at such other places as the Board may from time to time designate or the business of the Corporation requires.

1.04. Fiscal Year. The fiscal year of the Corporation will be the calendar year.

ARTICLE II

OBJECTIVE

2.01 The Corporation is incorporated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (“the Code”). The purpose for which the Corporation has been organized is to raise, receive and distribute funds and other property for the protection, conservation, preservation, acquisition and enjoyment of natural resources of the Commonwealth of Pennsylvania for the benefit of the public.

- (a) The Corporation may engage in and to do any lawful business for which a non-profit corporation may be incorporated, except as hereinafter otherwise provided, and in order to promote the purpose of the Corporation.
- (b) The Corporation may facilitate the formation of “friends groups” or “chapters,” non-profit organizations composed of volunteers who support, assist and promote the mission and activities of a state park or forest, their properties, facilities, programs and other activities as approved by the Department of Conservation and Natural Resources. Chapters provide and coordinate volunteer services, and offer financial support for such things as development projects, land acquisition and programs. They may raise revenues in support of the parks and forests

through such methods as membership fees, grants, donations, sales and special events.

- (1) In order to facilitate the creation of a friends group, this Corporation may grant the status of "Chapter" to one group at each state park or state forest (or a combination of state parks and state forests) and the chapter shall be called the "Friends of _____ State Park/Forest, A Chapter of the Pennsylvania Parks and Forests Foundation."
 - (2) Members of the friends groups shall be considered volunteers of PPF for fundraising and reporting. These chapters are not to be considered separate legal entities and will not create their own by-laws but will operate under these By-laws as they may be amended from time to time. Each chapter will elect its own board of directors to establish local goals and policies but must follow the by-laws and policies of this Corporation.
 - (3) Chapters may not disburse funds but may recommend disbursements based upon chapter projects and priorities, but the final decision on the appropriateness of these expenditures lies with the Board of Directors of this Corporation.
 - (4) The Board of Directors of this Corporation may revoke chapter status of a group if it fails to comply with Corporation by-laws and policies. Should a chapter disband or lose its chapter status, any monies held for it by the Corporation will revert to the Corporation for use in support of the state park or state forest for which the chapter had been organized as determined by the Pennsylvania Department of Conservation and Natural Resources ("DCNR").
- (c) Neither the Corporation nor its chapters shall engage in any activity, directly or indirectly, which would prevent initial qualification and continuing qualification under Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Neither the Corporation nor its chapters shall conduct any activities which can be considered carrying on propaganda and they shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.
- (d) No part of the net earnings of the Corporation or its chapters shall inure to the benefit of or be distributable to any of their directors or officers or to any other individual; subject to the condition, however, that the Corporation is authorized and empowered to pay reasonable

compensation for services rendered to it and to the extent that any such payments do not prevent the Corporation from qualifying and continuing that qualification as an exempt corporation and to make distributions in furtherance of the purpose of the Corporation as may be permitted under Section 501(c)(3) of the Code.

- (e) If the Corporation shall be dissolved and liquidated at any time after its formation, the Board, after paying or making provision for payment of all the liabilities of the Corporation, may distribute the property and assets of the Corporation among or to any educational, charitable or religious organization which are at that time exempt for income tax purpose as described in section 501(c)(3) of the Code or other relevant provisions thereof and to be allocated in the By-laws of the Corporation or as determined by the Board. Any assets or property of the Corporation not disposed of by the Board shall be disposed of by a court of competent jurisdiction to one or more corporations, trusts, educational, religious or charitable institutions or other organizations as the court at that time shall determine and which are at that time exempt from federal income tax under Section 501(c)(3) of the Code.
- (f) No private individual shall share in the distribution of any of the property or assets of the Corporation upon its dissolution.
- (g) There shall be no discrimination against any member, applicant for membership, or any other person because of race, color, religious creed, ancestry, national origin, sex or age.

ARTICLE III

BOARD OF DIRECTORS

3.01. Powers. The Board has the power to conduct, manage and direct the business affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board. Any provision of law requiring notice to, or the vote, consent or other action by members of the Corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors. As provided in Article II, Section 2.01(b)(2), each chapter will elect a local board of directors, which board shall be constituted as set forth in this Article as to number and term.

3.02. Number. The Board will consist of not less than three (3) and not more than fifteen (15) directors with voting rights. In addition, the Board may include not more than five (5) ex officio directors without voting rights.

3.03. Tenure. Directors serve a term of three years. Each director shall hold office until a successor has been elected and qualified, or until the director's earlier death, resignation or removal. There is no limit to the number of terms a director may serve.

This section does not apply to ex officio directors.

3.04. Qualification. A director will be a natural person of at least 21 years of age and a citizen of the United States.

The following officials of DCNR will be ex officio directors of the Corporation without voting rights: Secretary of the Department, or designee; the Director of the Bureau of State Parks, or designee; and the Director of the Bureau of Forestry, or designee. The park manager or district forester assigned to the state park or state forest for which a chapter is formed shall serve as an ex officio director of the chapter.

Honorary or emeritus directors with no voting rights may be elected by the Board and will serve at the pleasure of the Board.

3.05. Selection. Directors will be elected by the Board at annual meetings. A vacancy in the Board because of death, resignation, removal, disqualification or any other cause may be filled, at any regular or special meeting, by a majority of the directors remaining on the Board, and a person so elected shall serve for the balance of the un-expired term.

3.06. Removal. A director, other than an ex officio director, may be removed from the Board when, in the Board's judgment, the best interests of the Corporation would be served by such removal. A two-thirds majority vote of the entire Board is required for such removal.

3.07. Meetings.

- (a) Annual Meeting. An annual meeting of the Board of the Corporation and of each chapter shall be held during the month of November for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the Commonwealth of Pennsylvania, such meeting will be held on the next succeeding business day.
- (b) Other Meetings. Other meetings of the Board will be held as needed whenever called by the chair or by at least two other voting directors. Notice of such meeting will be given to each director by telephone, fax, e-mail or in writing at least five days before the time at which the meeting is to be held. A director may waive the five-day notice requirement.

- (c) Place of Meeting. The Board may designate any place as the place of meeting for any annual meeting or for any other meeting. If no designation is made, the place of meeting will be the registered office of the Corporation.

3.08. Telephone and Electronic Participation. Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. **Participation by such means shall constitute in person presence of the Director at the meeting.**

3.09. Organization; Quorum; Manner of Acting.

- (a) Chair and Vice-Chair. The Board may elect from among the voting directors of the Board a chair of the Board and one or more vice-chairs of the Board. The chair will preside at meetings of the Board. In the absence of the chair, a vice-chair shall preside at meetings of the Board and shall perform such other duties as may from time to time be requested by the Board. The chair and vice-chairs will receive no compensation for their services.
- (b) Quorum. A majority of voting directors will constitute a quorum for the transaction of business at a meeting of the Board, but if less than a majority of voting directors are present at a meeting, a majority of the voting directors present may adjourn the meeting without further notice.
- (c) Formal Action. A voting director is entitled to one vote. The acts of a majority of voting directors present at a meeting at which a quorum is present are the acts of the Board, except as specifically provided by these By-Laws.
- (d) Informal Action. An action which may be taken at a meeting may be taken without a meeting if a written consent setting forth the action so taken is signed by all voting directors and filed with the secretary of the Corporation.

3.10. Committees. The Board may, by resolution adopted by a majority of the voting directors, establish one or more committees. A committee will consist of at least two voting directors and may also include such other persons as the Board deems appropriate. The Board may designate as alternate members of a committee one or more voting directors who may replace an absent or disqualified director at a meeting of the committee.

A committee will serve at the pleasure of the Board.

The notice provisions of Section 3.07 and the provisions of Section 3.08 apply with respect to directors and all other persons who serve on committees of the Board.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of voting directors or alternate directors designated to a committee will constitute a quorum and the act of a majority of voting directors or alternate directors present at a meeting at which a quorum is present will be the act of the committee.

A committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

A committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

3.11. Compensation. Directors will receive no salary for their services as directors.

3.12. Conflict of Interest. Where a director has knowledge of a direct or indirect interest that he or she has in a contract or transaction that the Corporation may enter into, the director shall fully disclose the fact and nature of such interest at the meeting at which the contract or transaction will be voted upon.

A contract or transaction entered into by the Corporation will be voidable by the Corporation if a voting director 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 contract or transaction was authorized and the contract or transaction 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 or transaction is authorized.

ARTICLE IV

OFFICERS

4.01. Number, Qualifications and Designation. The officers of the Corporation will be a president, a secretary, and a treasurer, and such other officers and assistant officers as may be elected in accordance with the provisions of Sections 4.02 and 4.03. Each chapter shall elect a chair, a secretary and a treasurer, all of whose duties are consistent with those of the equivalent officers of the Corporation in the management of the chapter's local affairs, excepting, however, that no officer of a chapter shall receive any compensation for his or her services to the chapter.

Any number of offices may be held by the same person. Officers may, but need not, be directors of the Corporation or chapter. An ex officio director may not be an officer. In the event a director is elected as an officer and his/her term as director is due to expire pursuant to

Section 3.03, that director may continue to serve as a director and officer for the remainder of his/her term as an officer.

4.02. Election; Vacancies. The officers of the Corporation will be elected by the Board. A vacancy in an office because of death, resignation, removal, disqualification, or any other cause will be filled by the Board.

4.03. Subordinate Officers, Employees and Agents. The Board may from time to time elect such other officers, including assistant secretaries and assistant treasurers, and may appoint such employees or other agents as the business of the Corporation may require. Such officer, employee or agent will hold office or position for such period, have such authority and perform such duties as the Board may from time to time determine.

4.04. Resignations. An officer, employee or agent may resign at any time by giving written notice to the Board, or to the president or secretary of the Corporation. Such resignation will take effect at the date of receipt of the notice or at a later time specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

4.05. Removal. An officer, employee or agent may be removed, either for or without cause, by the Board.

4.06. General Powers. Officers of the Corporation, as between themselves and the Corporation, will respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these By-Laws.

4.07. President. The president is the chief operating officer of the Corporation and shall, subject to the control of the Board, manage and supervise the affairs of the Corporation. The president shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the Board.

4.08. Secretary. The secretary will be the secretary of the Board. The secretary shall take minutes of Board meetings and shall record attendance and votes of the directors. The secretary shall see that notices are given in accordance with these By-Laws or as required by law; be custodian of the corporate records and the corporate seal, if any; and in general shall perform all duties incident to the office of secretary and as may from time to time be assigned by the Board or by the president.

4.09. Treasurer. The treasurer will be the treasurer of the Board. Unless otherwise directed by the Board, the treasurer will have the following duties: have or provide for the custody of the funds or other property of the Corporation; collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the

Corporation; and deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the Board may from time to time designate. The treasurer of a chapter will be responsible for submitting all deposits received by the chapter to the Corporation's designated office and for following all procedures with regard to the Chapter's financial transactions as may be instituted by the Corporation. The treasurer shall also perform other duties as may from time to time be assigned by the Board or by the president.

4.10. Compensation. The president will receive a salary and compensation for reasonable expenses incurred in connection with his or her services as president, at a rate to be fixed from time to time by the Board. No other officer of the Corporation or a chapter will receive compensation for his or her services.

ARTICLE V

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

5.01. Limitation of Personal Liability of Directors. 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.

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.

5.02. Indemnification in Third Party Proceedings. 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. 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 VI
MISCELLANEOUS

6.01. Checks. Checks, notes, bills of exchange or other orders in writing will be signed only by such person or persons as the Board may from time to time designate.

6.02. Deposits; Withdrawals. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate. Such funds may be withdrawn only upon checks signed by such one or more officers or employees as the Board may from time to time determine.

6.03. Amendment of By-Laws. These By-Laws may be amended or repealed, or new by-laws may be adopted at a regular or special meeting by a two-thirds majority vote of the entire Board if notice of such proposed amendment, repeal or new by-laws, or a summary thereof, is set forth in a notice of such meeting.

6.04 Non-voting Members. The Corporation may create such classes of “memberships” such as contributing members or honorary members, as the Board sees fit, but such persons shall not have the rights of members under the Pennsylvania Non-Profit Corporation Law of 1988 (the “Act”).