

**GREEN VALLEYS ASSOCIATION
OF
SOUTHEASTERN PENNSYLVANIA
Birchrunville, Pennsylvania 19421**

Revised 10/16/07

BY-LAWS

ARTICLE I

Name

The name of the organization shall be Green Valleys Association of Southeastern Pennsylvania.

ARTICLE II

Purposes and Objectives

The purpose and objectives of Green Valleys Association of Southeastern Pennsylvania (GVA) shall be environmental education and the protection of natural resources in its area for present and future generations by fostering the wise use of land, air, and water, and by encouraging the protection of wildlife.

ARTICLE III

Membership

Section 1. Eligibility. Any person or organization (an organization member shall have one vote) who subscribes to the purpose and objectives of Green Valleys Association shall be eligible for membership.

Section 2. Types of memberships shall be defined by the Board of Directors and may be changed by the Board upon recommendation of the Membership Committee.

Section 3. Members in good standing shall have paid their annual dues, shall have the right to vote in Association meetings, and natural persons who are members in good standing shall be eligible to serve as a director or officer.

ARTICLE IV

Meetings

Section 1. The annual meeting of the Association shall be held at such place and time as the Board of Directors may select. At least ten (10) days notice thereof shall be sent to each member to his last known address.

Section 2. Regular or special meetings of the Association shall be held at a place and on a date and hour to be fixed by the President, and at least ten (10) days notice thereof shall be sent to each member to his last known address.

Section 3. A special meeting of the Association shall be called by the President upon receiving a notice or request from ten (10) or more members requesting such a meeting and stating the purpose thereof. If a family has at least two adults over 18, family memberships may count as two members for this request.

Section 4. Fifteen (15) members of the Association shall constitute a quorum for the transaction of all business. For all voting decisions, family memberships may count as two votes as long as both adults are present.

ARTICLE V

Board of Directors

Section 1. The directors shall be natural persons and members in good standing of the Association.

Section 2. The Board of Directors shall consist of not less than nine (9) nor more than nineteen (19) persons, inclusive of the officers. The Board will attempt to stagger the terms of the new directors so that the term of one-third (1/3) of the directors shall expire each year. The immediate past president of the Association may serve as an ex-officio member of the Board of Directors.

Section 3. Any vacancy, due to death, removal, resignation, or otherwise, of a director, may be filled by election by the remaining members of the Board for the unexpired term. Such a filling of an interim vacancy shall not count towards the two terms of three years available to each Board member.

Section 4. The Board of Directors shall have power to hold its meetings at any place and shall be at the call of the President. Notice of such meetings shall be sent to each member of the Board not less than five (5) days before such meeting. Regularly scheduled meetings, such as the same day each month of the year, do not require repetitive notices.

Section 5. A quorum at any meeting of the Board of Directors shall consist of a majority of the members; and a majority shall decide any question that may come before the meeting, except as herein provided.

Section 6. The Board of Directors shall have the right by an affirmative vote of two-thirds (2/3) of all the directors to remove any member of the Board after consideration of all reasons why such action should be taken. Any director who is absent for three (3) meetings of the Board of Directors within a year may be considered by the Board for removal.

Section 7. Board members may serve only two consecutive 3-year terms. After two full terms, a "bye" year must be taken before a previous Board member may be considered for a new term.

Section 8. The Board of Directors shall have the whole and sole control of the property and business of the Association absolutely in their discretion and shall have the power to employ agents, workmen, and other employees necessary to carry on the business of the Association and shall fix their compensation and duties (except as the Board may delegate these powers to the Executive Committee).

Section 9. The Board of Directors each year shall provide for an audit of the books of the Association as soon as practicable after the end of the fiscal year, and the report of the auditor is to be submitted at the next meeting of the Board of Directors.

ARTICLE VI

Officers

Section 1. At the first meeting of the Board of Directors following each annual meeting there shall be elected from the Board of Directors a President, several Vice-Presidents (the number to be determined by the Board), a Secretary, and a Treasurer, who shall hold office for one (1) year or until their successors are elected.

Section 2. The President. The President shall preside at all meetings of the Association and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be, exofficio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office and perform such other duties as may be designated by the Board of Directors.

Section 3. The Vice-Presidents. The Vice-Presidents, in an order to be determined by the Board of Directors, shall, in the event of absence, disability, resignation, removal, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Section 4. The Secretary. The Secretary shall keep minutes of all meetings of the Association and of all meetings of the Board of Directors and Executive Committee. The Secretary shall notify all Directors and Officers of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

Section 5. The Treasurer. The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same with the agreement of the Board. The Treasurer shall present statements to the Board at its regular meetings and a report to the Annual Meeting.

Section 6. Vacancies. Any vacancy of an officer shall be filled by election by the Board of Directors for the unexpired term of such office.

Section 7. Compensation. The officers and the members of the Board of Directors shall perform their respective duties without compensation.

ARTICLE VII

Limitation of Personal Liability of Directors; Indemnification of Directors, Officers and other Authorized Representatives

Section 1. Limitation of Personal Liability of Directors. A director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of his or her office as defined in Section 2 below; and

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

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

Section 2. Standard of Care and Justifiable Reliance.

(a) A director of the Association shall stand in a fiduciary relationship to the Association, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented:

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with the law, as to the matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interest of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations and upon communities which the offices or other establishments of or related to the Association are located, and all other pertinent factors. The consideration of those facts shall not constitute a violation of

subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director of any failure to take any action shall be presumed to be in the best interest of the Association.

Section 3. Indemnification in Third Party Proceedings. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonable believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall 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 interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she 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 Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas or the court in which such action or suit was brought shall determine 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 which the Court of Common Pleas or such other court shall deem proper.

Section 5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification. Unless ordered by a Court, any indemnification under Section 3 or 4 above shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings.

Section 7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in paragraphs 1 through 3 above.

Section 8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Association and may inure to the benefit of the heirs, executors and administrators of such person.

Section 9. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions. Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VIII

Committees

Section 1. The Executive Committee shall consist of the President, Vice-Presidents, Secretary, and Treasurer of the Association. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Association when a quorum of the Board of Directors is unable to meet. It shall keep minutes of its proceedings and report the same to the Board of Directors. A majority of the Executive Committee shall constitute a quorum.

Section 2. The President shall appoint, with the approval of the Board of Directors, such other committees as deemed necessary for the efficient operation of the Association.

Section 3. The Nomination Committee shall appoint, with the approval of two-thirds (2/3) of the Board of Directors, a Committee known as the Welkinweir Management Committee. Said Committee shall at all times be composed of not less than seven (7) nor more than nine (9) members of which at least a simple majority shall be individuals who are not members of the Board of Directors of GVA and at least three (3) members shall be GVA Board members. The initial and subsequent appointment of Committee members shall be made in such a manner as to attempt to ensure that the terms of office of not more than three (3) Committee members expire in any one year.

The term of office for Committee members shall be three (3) years, except as required to fill unexpired Committee member terms. No Welkinweir Management Committee member may serve more than three (3)

consecutive full terms, except with unanimous consent of the GVA Board of Directors. After three full terms, a “bye” year must be taken before a previous Welkinweir Management Committee member may be considered for a new term. After the initial appointment, every new Committee member shall be nominated by the Welkinweir Management Committee by simple majority vote subject to review and approval by the Board of Directors of Green Valleys Association and ratified by the Welkinweir Management Committee.

The Welkinweir Management Committee shall act collectively as fiduciaries to manage, invest and administer any endowment fund solely for the benefit of the property known as Welkinweir as they, in their collective discretion, shall deem best. The administration of the endowment fund will be subject to the review and approval of the GVA Board on an annual basis.

The Welkinweir Management Committee shall prepare and operate under a statement of "principles of management" which shall be approved by the GVA Board of Directors. The Welkinweir Management Committee shall have full authority to conduct every manner of business relating to the management, investment and administration of the Welkinweir Endowment subject to the review and approval of the GVA Board.

The Welkinweir Management Committee shall provide a statement of accounts to the Board of Directors of GVA on a quarterly basis and an audited year-end statement in any year in which the Welkinweir Endowment Fund is in existence.

ARTICLE IX

Financial Administration.

Section 1. Fiscal Year. The fiscal year of the Association shall commence on the first day of July and close on the last day of June of the next year.

Section 2. Dues. The annual dues of members shall be set by the Board of Directors.

Section 3. Budget. A budget for the ensuing year shall be adopted by the Board of Directors.

Section 4. Budget Committee. A Budget Committee shall be appointed by the directors at least two months prior to the last board meeting of the fiscal year to prepare a budget for the ensuing year. The proposed budget shall be sent to all board members at least ten (10) days before that meeting.

ARTICLE X

Nominations and Elections

Section 1. Nominating Committee, Report of Nominating Committee, and Nominations from the Floor. A Nominating Committee shall be appointed by the President upon approval of the Board at least two months prior to the Annual Meeting to nominate directors for the ensuing year. The report of the Nominating Committee of its nominations for directors shall be sent to all members of the Association at least ten (10) days before the Annual Meeting. Immediately following the presentation of this report at

the Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured. The Nominating Committee shall consist of two members of the Board and three voting members of the Association who are not members of the Board of Directors.

Section 2. In the election of members of the Board of Directors, each member of the Association shall be entitled to one (1) vote. Family memberships are entitled to two votes as long as at least two adults over 18 are in the family.

Section 3. In the election of officers the President may appoint, upon approval of the Board, an Elections committee composed of three members of the Board who are not incumbent officers of the Association for the purpose of preparing a slate of candidates for the established officers in the Association. The Elections Committee shall present its slate of candidates at the first meeting of the Board following the Annual Meeting of the Association. Additionally, at such Board meeting any member of the Board may nominate from the floor another candidate for any established office of the Association. In the election of officers, each member of the Board of Directors of the Association shall be entitled to one (1) vote for each candidate for office. Election to office shall be by majority vote by members of the Board of Directors.

Section 4. All voting shall be conducted by voice unless a resolution is duly approved by a majority of those members present at a meeting directing that a secret written ballot be taken; in which case the President shall appoint three (3) Judges of Election who shall conduct such an election, count the votes, and certify the results to the meeting. The Judges of Election, in the case of election of directors, shall not be officers or directors of the Association or candidates for any elective position or office.

ARTICLE XI

Seal

The corporate seal shall be in the form of a circle and shall bear the name of the Association and year of founding.

ARTICLE XII

Amendments

These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote of a quorum present, but by no less than 15 members of GVA, at any annual or regular meeting. Such proposed changes in the by-laws shall first be presented to the members of the Association at least thirty (30) days in advance, either by mail or at a special or regular meeting of the members.

ARTICLE XIII

Dissolution Procedure

XIII Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the

corporation exclusively for purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 © (3) of the Internal Revenue Code of the 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.