

**BY-LAWS OF**  
**LACAWAC SANCTUARY FOUNDATION, INC.**

*PREAMBLE*

Lacawac Sanctuary Foundation, Inc, accepts as its highest priority, protection of the living environment of the Sanctuary, encouraging the system within its confines to represent as nearly as possible the natural condition. Preserving a “natural area” is a political act. Therefore, significant usage and service to science, academia, and to the community are the mechanism by which the Sanctuary earns its right to exist. These are compatible objectives insofar as usage in so small an area leaves minimal imprint, and the quality of the experience takes precedence over the gross numbers directly served.

*ARTICLE I*

**NAME AND DATE OF CORPORATION**

***Section 1.01. Name and Date of Incorporation.***

The name of the corporation is Lacawac Sanctuary Foundation, Inc. (hereinafter referred to as “LACAWAC”). LACAWAC was incorporated under the Pennsylvania Non-Profit Corporation Law of 1988 on September 1, 1966, and now is governed by such law, as from time to time amended.

## *ARTICLE II*

### *TAX EXEMPT STATUS/PURPOSES*

#### ***Section 2.01. General Purpose.***

LACAWAC's purposes are limited to those charitable functions that come within the meaning of Section 501(c)(3) of the Internal Revenue Code (The "CODE"), and no substantial part of LACAWAC's activities shall constitute the carrying on of propaganda or attempting to influence legislation. Subject to the limitations set forth in the preceding sentence, LACAWAC shall have all of the powers created by law, including (but not limited to) the power to accept gifts, grants, devices, bequests of funds, or any other property from any public or governmental body, private foundation, public charity, corporation or individual.

#### ***Section 2.02. Specific Purpose.***

The specific purposes of LACAWAC are: to protect and manage the property of LACAWAC and any additional property assigned to it, for the purpose of biological and ecological research and other educational and scientific purposes, and to protect the anesthetic, scientific, and educational aspects thereof; and further, to operate and maintain such property as a sanctuary for all forms of wildlife, and as a living museum for education and research projects.

## *ARTICLE III*

### *OFFICES AND ACCOUNTING YEAR*

***Section 3.01. Registered Office.***

The registered office of **LACAWAC** shall be located in the Commonwealth of Pennsylvania. The specific location shall be 94 Sanctuary Road, Lake Ariel, Pennsylvania 18436 until otherwise established by a vote of a majority of the Board of Trustees, 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.

***Section 3.02. Accounting Year.***

The accounting year of **LACAWAC** shall end on the 31<sup>st</sup> day of December of each year.

## *ARTICLE IV*

### *BOARD OF TRUSTEES*

***Section 4.01. Powers.***

The Board of Trustees shall have all powers vested in the Governing Board as established by the Non-Profit Laws of the Commonwealth of Pennsylvania and shall have full power to conduct, manage, and direct the business and affairs of **LACAWAC**, and all powers of **LACAWAC** are hereby granted to and invested in the Board of Trustees. Specifically, the Board of Trustees shall have final authority on all matters concerning **LACAWAC** policy and objectives including the following:

- (a) management of financial assets;
- (b) protection of **LACAWAC** real estate and structures;
- (c) management of all endowment activities and fund raising campaigns;
- (d) management of restricted financial assets;
- (e) establishment of appropriate policies;
- (f) corporate promotion and public relations;
- (g) approval and acceptance of the Annual Report;
- (h) approval and acceptance of the Annual Financial Statements;
- (i) approval of all major capital construction, demolition and property configuration within **LACAWAC**;
- (j) establishment of all policies to preserve and protect the natural environment;
- (k) the appointment and review of the President's performance.

***Section 4.02. Qualifications and Selection.***

Each Trustee of **LACAWAC** shall be a natural person of full age, but need not be a resident of the Commonwealth of Pennsylvania.

***Section 4.03. Number and Term of Office.***

The Board of Trustees shall consist of 15 to 21 members, or such number as may be determined from time to time by Resolution of the Board of Trustees. Each

Trustee shall hold office for three (3) years or until his earlier death, resignation or re-approval. Nothing in these By-Laws shall prohibit or limit any Trustee from being nominated and serving additional terms of office.

***Section 4.04. Organization.***

The Chairman of the Board of Trustees, shall preside at each meeting of the Board of Trustees. The Secretary shall take the minutes at all meetings of the Board of Trustees. In the absence of the Secretary, the presiding Officer shall designate any person to take the minutes of the meeting. The Board of Trustees shall elect those who will serve as Officers of the Board of Trustees. Each Officer will serve for three (3) years from the date of election.

***Section 4.05. Resignations.***

Any Trustee of **LACAWAC** may resign at any time by giving written notice to the Chairman or the Secretary of **LACAWAC**. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

***Section 4.06. Vacancies.***

The Board of Trustees may declare vacant the Office of a Trustee if he or she is declared of unsound mind by any Order of Court, or convicted of a felony, or for any

other proper cause, or if within thirty (30) days after notice of selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Trustees.

Any vacancy or vacancies in the Board of Trustees because of death, resignation, removal in any manner, disqualification, and increase in the number of Trustees, or any other cause may be filled by decision of a majority of the remaining members of the Board of Trustees at any regular or special meeting, and each person so elected shall be a Trustee to serve for the balance of the unexpired term.

## *ARTICLE V*

### *MEETINGS, NOTICE, WAIVERS*

#### ***Section 5.01. Regular Meetings.***

Regular meetings of the Board of Trustees shall be held at least quarterly at such time and place as designated by the Chairman of the Board of Trustees. At such meetings, the Trustees shall transact such business as may be properly brought before the meeting. Notice of regular meetings needs not be given unless otherwise required by law or these By-Laws.

#### ***Section 5.02. Special Meetings.***

Special Meetings of the Board of Trustees shall be held whenever called by the Chairman of the Board of Trustees. Notice of such meeting shall be given to each Trustee by telephone or in writing or by other electronic communication at least three (3)

days (in the case of notice by telephone, telefax, or email) or seven (7) days (in the case of notice by ordinary mail) before the time of the Special Meeting. Every such notice shall state the time and place of the meeting.

**Section 5.03. Place of Meeting.**

Meetings of the Board of Trustees shall be held at a location designated by the Board of Trustees.

**Section 5.04. Manner of Acting and Adjournment.**

Every Trustee shall be entitled to one (1) vote. Except as otherwise specified in the Articles or by these By-Laws or provided by state law, the maximum majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present and voting may adjourn the meeting from time to time until a quorum is present.

**Section 5.05. Notice.**

Whenever written notice is required to be given to any person under the provisions of the Articles, these By-Laws, the Pennsylvania Non-Profit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by First Class Mail, postage prepaid, or by telefax, or by email to his or her address supplied by him or her to **LACAWAC** for the purpose of notice. If the notice is sent by ordinary mail it shall be deemed given to the person entitled thereto when deposited in the United States Mail, postage prepaid, for transmission to such person. A notice of

meeting shall specify the place, day, and hour of the meeting and any other information required by law or these By-Laws.

**Section 5.06.        *Waivers of Notice.***

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 5.07.        *Meetings by Telephone or Other Electronic Communications Method.***

One or more persons may participate in any regular or special meeting of the Board of Trustees by means of conference telephone or electronic communications method approved by the Board, by means of which all persons participating in the meeting can hear each other or read the documents under consideration and a summary of comments from members of the Board of Trustees on the issues under consideration. Participation in a meeting in this matter by a Trustee will be considered to be attendance in person for all purposes under these By-Laws.

**Section 5.08.        *Quorum.***

A simple majority of the Trustees in office at each meeting shall constitute a quorum for the transaction of business.



**Section 5.09. Decisions.**

Decisions of the Board of Trustees are by simple majority of those present after having established a quorum at the beginning at any meeting. In the event of a tie vote, the Chairman may cast the deciding vote. The Trustees may, at the beginning of any meeting, or through a previously communicated agenda, accept oral proxy votes or absentee ballots. The guidelines for such approvals shall be determined previously or at such meeting.

**ARTICLE VI**

**OFFICERS**

**Section 6.01. Number, Qualifications and Designation.**

The Officers of **LACAWAC** shall be a Chairman, a Vice-Chairman of Administration, a Vice-Chairman of Operations, a Secretary and a Treasurer. Officers shall be Trustees of **LACAWAC**.

**Section 6.02. Election and Term of Office.**

The Officers of **LACAWAC** shall be elected every three years by the Board of Trustees and each such Officer shall hold office for a period of three (3) years following election.

**Section 6.03. Resignations.**

Any Officer may resign at any time by giving written notice to Board of Trustees, or the Chairman or Secretary of **LACAWAC**. Any such resignation shall take effect at

the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.04.        *Removal.***

Any Officer, employee or other agent of **LACAWAC** may be removed, either for or without cause, by the Board of Trustees if in the judgment of the Board of Trustees the best interest of **LACAWAC** will be served thereby.

**Section 6.05.        *Vacancies.***

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Chairman.

**Section 6.06.        *General Powers.***

All officers of **LACAWAC**, as between themselves in **LACAWAC** shall respectively have authority and perform such duties in the management of the property and affairs of **LACAWAC** as may be determined by Resolutions or orders of the Board of Trustees, or, in the absence of controlling provisions and resolutions or orders of the Board of Trustees, as may be provided in these By-Laws.

**Section 6.07.        *Chairman.***

The Chairman shall preside at all meetings of the Board of Trustees and shall perform such other duties as may from time to time be requested of him by the Board of Trustees. Subject to the control of the Board of Trustees, the Chairman shall have general supervision over the activities and operations of **LACAWAC**. The Chairman shall ensure that the By-Laws of **LACAWAC** and directives of the Board of Trustees are furthered; shall sign, execute and acknowledge in the name of **LACAWAC**, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board of Trustees; appoint committees as from time to time may be necessary; and serve as an ex-officio member of all committees.

**Section 6.08.        *Vice-Chairman of Administration.***

The Vice-Chairman of Administration shall perform the duties of the Chairman in the absence of the Chairman and other such duties as may, from time to time, be assigned to him by the Board of Trustees or by the Chairman. The Vice Chairman of Administration shall oversee endowment and fundraising activities, shall be responsible for policies relating to scientific research and educational programs, and shall promote **LACAWAC** to the public.

**Section 6.09. Vice Chairman of Operations.**

The Vice-Chairman of Operations shall be the Chairman of the Operations Council and shall oversee management and maintenance of the property and physical assets of the property including historical structures and other buildings as determined by the Board of Trustees.

**Section 6.10. Secretary.**

The Secretary shall attend all meetings of the Board of Trustees and shall record all the votes of the Trustees and the minutes of meetings of the Board of Trustees in books to be kept for that purpose; shall see that notices are given and records and reports are properly kept and filed by **LACAWAC** as required by law; maintain a list of Trustees, Officers and members, and in general shall perform all duties incident to the Office of Secretary, and such other duties as may from time to time be assigned to him or her by the Board of Trustees or the Chairman.

**Section 6.11. Treasurer.**

The Treasurer shall have or provide for the safekeeping and custody of the funds or other property of **LACAWAC** and shall keep a separate bank account of the same; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by **LACAWAC**; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Trustees may from time to time designate; make financial reports to the Board of Trustees; shall render an account showing his or her transactions as Treasurer and the financial

condition of **LACAWAC** whenever so required by the Board of Trustees; and in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board of Trustees or the Chairman.

***Section 6.12. Officers' Bonds.***

The Board of Trustees shall provide a Bond to the Chairman, President, and Treasurer for the faithful discharge of their duties in such sum and with such surety or sureties (if any) as the Board of Trustees deems appropriate.

***Section 6.13. Officer Compensation.***

If in the performance of the duties as an Officer, an Officer incurs substantial expenses, the Officer may seek reimbursement from **LACAWAC**. The Board of Trustees may approve such reimbursement.

*ARTICLE VII*

*OPERATIONS COUNCIL*

***Section 7.01. Purpose.***

The Board of Trustees shall create and empower an Operations Council, the principal purpose of which shall be to oversee and monitor maintenance of **SANCTUARY** property, including physical assets, structures, and buildings. Additional

duties shall include promoting the **SANCTUARY** to the community, soliciting community support, and recommending Long Range Planning to the Board of Trustees.

***Section 7.02. Selection of Members.***

The Operations Council shall consist of community volunteers who shall be appointed by the Chairman of the Board of Trustees and who shall serve at the pleasure of the Chairman.

***Section 7.03. Oversight.***

Oversight of the Operations Council shall be vested in the Vice-Chairman of Operations who shall serve as the Chairman of the Operations Council.

*ARTICLE VIII*

*COMMITTEES, PROGRAMS, PRESIDENT*

***Section 8.01. Committees.***

By Resolution adopted by a majority of the whole Board of Trustees, standing or temporary committees consisting of at least three (3) Trustees may be appointed by the Board of Trustees. Standing Committees shall include:

- (a) Finance Committee;
- (b) Nominating Committee;
- (c) Development/Marketing Committee;

(d) Any other Committee that from time to time the Trustees deem appropriate.

***Section 8.02. Maintenance of Fiduciary Duty.***

The establishment of any Committee of the Board of Trustees and the delegation thereto for power and authority shall not alone relieve any Trustee of his fiduciary duty to **LACAWAC**.

***Section 8.03. President.***

The Board of Trustees may, from time to time engage a President as an employee or independent contractor of **LACAWAC**. The President shall have the responsibility for management of **LACAWAC** consistent with the defined purposes and in accordance with the policies and budget adopted by the Board of Trustees. The President will report to the Chairman of the Board of Trustees on the status of **LACAWAC** activities and programs; will maintain **LACAWAC**'s website; will make recommendations to the Board of Trustees for new programs and activities, especially related to academic research to assist **LACAWAC** to advance its mission; will act as a spokesperson for **LACAWAC** consistent with the Directors of the Board of Trustees; and will regularly inform the Board of Trustees on research funding opportunities. The President shall be a non-voting member of the Board of Trustees and all committees ex-officio.

*ARTICLE IX*

*SPECIAL PROVISIONS*

***Section 9.01. Watress Family.***

A person named by the Watress Family shall be elected every three (3) years as a Trustee per the terms of conveyance and founding documents until such time as any remaining heirs may elect to voluntarily surrender that right for one or multiple terms or in perpetuity via certified, written notice.

***Section 9.02. Empowerment of New By-Laws.***

The existing Board of Trustees as constituted and empowered on passage shall have the responsibility to empower these amended By-Laws and all structural changes as well as electing the new Board of Trustees via a manner deemed appropriate by the current Board of Trustees.

*ARTICLE X*

*PERSONAL LIABILITY OF MEMBERS OF BOARD OF TRUSTEES;*

*INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHERS*

***Section 10.01.***

To the fullest extent that the law of the Commonwealth of Pennsylvania as it exists on the date of the adoption of this Article or as it may thereafter be amended, permits the elimination or limitation of the liability of Trustees of non-profit corporations,



no Trustee of **LACAWAC** shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Trustee. No Amendment or repeal of this Section shall apply to or have any affect on the liability or alleged liability of any Trustee of **LACAWAC** except with respect to acts taken, or not taken, by a Trustee subsequent to the amendment or repeal of this Section 9.01.

***Section 10.02.***

Except as expressly prohibited by applicable law, **LACAWAC** shall indemnify every Trustee and Officer of **LACAWAC** who was or is a party or is threatened to be made a party to any threatened, pending or completed action, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of **LACAWAC** by reason of the fact that such person is or was a Trustee, Officer, employee or agent of **LACAWAC**, against expenses (including attorney's fees), judgments, fines, damages, punitive damages, excise taxes assessed with respect to employee benefit plans and amounts paid in settlement in connection with such action, appeal or other proceedings.

***Section 10.03.***

Expenses incurred in defending a proceeding referred to Section 8.02 of this Article shall be paid by **LACAWAC** in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of a Trustee or Officer to repay such amount if it should ultimately be determined that such person is not entitled

to be indemnified by **LACAWAC** as required in this Article or as authorized by law and may be paid by **LACAWAC** in advance on behalf of any other person when authorized by the Board of Trustees upon receipt of a similar undertaking.

***Section 10.04.***

The Board of Trustees shall purchase and maintain Director's and Officers' Liability Insurance on behalf of any person who is or was a Trustee or Officer of LACAWAC.

***Section 10.05.***

**LACAWAC** may affect, satisfy or secure the indemnification obligations provided in this Article or otherwise by securing and maintaining insurance, or by taking such other action as may be deemed proper under the circumstances.

***Section 10.06.***

If any provision or provisions of this Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions of this Article should not in any way be affected or impaired thereby; and, to the fullest extent possible, the provisions of this Article shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

*ARTICLE XI*

*AMENDMENTS*

***Section 11.01. Amendment of By-Laws.***

These By-Laws may be amended or repealed, or new By-Laws may be adopted, by vote of the majority of the Board of Trustees of **LACAWAC** in Office at any regular or special meeting of the Trustees. Any proposed amendment, repeal or new By-laws (or summary thereof) shall be set forth in any notice of such meeting, whether regular or special.

***Section 11.02. Amendment of Articles of Incorporation***

The Articles of Incorporation of **LACAWAC** may be amended by a vote of the majority of the Board of Trustees in Office at any regular or special meeting of the Trustees. Such proposed amendments shall be set forth in a notice of such meeting, whether regular or special.

*ARTICLE XII*

*DISSOLUTION*

***Section 12.01.***

In the event **LACAWAC** is ever dissolved, the Board of Trustees by their actions or the Courts of the Commonwealth of Pennsylvania are so directed to pass all surviving land and assets to another suitable Pennsylvania non-profit corporation who's mission and purposes are deemed most compatible with those of **LACAWAC**. At no time may such surviving corporations sell, divide or use the lands for any purpose other

than those of a nature preserve, environmental education and/or ecological research facility. Such surviving or assigned non-profit corporation, should it dissolve, shall be bound similarly by the terms of this Article in the form of a deed recorded covenant.