

BY-LAWS OF THE STONYCREEK - CONEMAUGH RIVER IMPROVEMENT PROJECT

Article I. Name

The name of the organization shall be:

Stonycreek - Conemaugh River Improvement Project (SCRIP) and is herein referred to as "Project".

Article II. Purpose

The purpose of the Project shall be to improve and sustain the quality of the Little Conemaugh and Stonycreek Rivers and their tributaries; to research and evaluate water quality remediation measures; to plan, implement and maintain water quality improvement projects in these rivers' watersheds; and to develop access and public use of these waterways.

Article III. Membership

The members of the organization shall be private citizens, members of various citizens' groups, sportsmen, industry, technical and other groups that support the Project's objectives. The Members shall participate through the Standing Committees as outlined below and through events and other volunteer opportunities. Membership types and associated dues shall be set by the Board of Directors and reviewed from time to time. Annual dues shall be based on a member's anniversary date.

Article IV. Board of Directors and Technical Directors

1. There shall be 13 directors, including the District Manager of the Cambria County Conservation District and the Somerset Conservation District. The PA Department of Environmental Protection in Ebensburg shall have the right to appoint a Director. The representatives of these three (3) entities shall have the right to name alternates to serve in their place if they cannot attend any particular meeting. The alternate must announce at the beginning of the meeting that he/she is an alternate for his/her office. In addition, the aforementioned organizations shall provide to the Project Secretary a list of those who may represent them as board members. Those lists may be revised from time to time by these organizations provided there are no conflicts of interest. The remaining directors shall be appointed by a majority of the currently active Board of Directors.
2. The total number of directors may be changed by a majority of the directors voting at the annual meeting in January of each year.
3. Directors shall serve a perpetual term until they resign or are removed. Directors may be removed by a vote of a majority of the Directors if they are absent from four (4) consecutive meetings. Directors may also be removed for cause upon, at least thirty (30) days notice to do so.
4. All members of the board of directors are required to be SCRIP members in good standing, which is defined as being a dues-paying member of SCRIP and/or an individual who represents SCRIP at a minimum of one (1) public event a year.
5. When a vacancy occurs on the Board of Directors, the Standing Committees shall recommend candidates to the Board. The recommendations may be made either at a meeting of the Standing Committees or by mail (digital or print) canvass of the groups that comprise each Advisory Committee. The vacancy shall be filled from among the recommended candidates by a majority vote of the remaining Directors or, if no candidate is approved, then the Directors may nominate candidates for the

vacancy, again subject to majority approval of the Board.

6. Any Director may present a project to the Board at a regular meeting.
7. Technical Directors. The District Manager of the Somerset Conservation District and the District Manager of the Cambria County Conservation District shall serve as technical directors of the Project and on the board of directors as outlined in Article IV sec.1. One or both may serve on all Standing Committees described below.

Article V. Conduct of Business

1. Five members of the currently active Directors, including at least two of the four officers, shall constitute a quorum at any meeting.
2. Meetings shall be held regularly at a time and place agreed to by a majority of all directors voting.
3. Meetings shall be conducted by the Chair or, in his absence, the Vice Chair.
4. Directors may attend and vote at meetings in person or proxy - i.e. his/her alternate as stated in Article IV sec.1.
5. *Robert's Rules of Order* shall prevail at all business meetings of the board.
6. When necessary, motions may be made and voted upon electronically when an issue cannot wait until the next Board meeting. The Project Secretary shall email the motion and record votes.

Article VI. Officers

The Board of Directors shall, annually, at the January meeting, elect the following officers to assist in the conduct of business:

1. Chair, who shall be responsible for conduct and proper parliamentary procedures of the meetings and shall execute all official correspondence of the organization.
2. Vice Chair, who shall fulfill the functions of the Chair in his or her absence.
3. Secretary, who shall maintain minutes, accept and initiate correspondence and other duties normally performed by a secretary. The secretary shall maintain a current list of paid members to include address and phone number and shall send out annual membership renewal notices before they are due.
4. Treasurer, who shall accept and be accountable for any monies received and distributed by the Project. The treasurer shall maintain ledgers for Accounts Receivable, Accounts Payable, Project cost accounts and encumbered funds. The Ledgers maintained by the Treasurer shall be made available for audit at the discretion of the Board.

Article VII. Standing Committees of the Board of Directors

1. The directors shall have Standing Committees, as necessary, with the chair of each Standing Committee nominated by a Director and members ratified by a majority of Directors present. Standing committees shall not spend or commit any SCRIP dollars without prior Board of Directors approval.
2. The Standing Committees shall be as listed below and their duties and responsibilities shall include but not be limited to the following:
 - a) Events/Planning - to identify projects of any nature including but not limited to fundraisers, education events and water quality improvement; contact and seek cooperation from site owners; initiate project planning; and recommend to the Directors which project(s) should receive priority for funding and/or construction.
 - b) Technical - to assess the technical feasibility of projects proposed by the Event/Planning Committee; assess the technical merit of plans for wetlands or other water quality remediation projects; address regulatory concerns; document and evaluate technical issues

- involved with each approved project; and provide ongoing assessments of projects.
- c) Resources - to identify and organize resources available for projects approved by the Directors, including the land, manpower, skills, equipment and funding; to apply for financial resources to carry out approved projects; to apply for and coordinate matching funds where necessary.
 - d) Implementation - to coordinate the efforts of the Directors with various regulatory and resource organizations, private companies and citizens' or sportsmen's groups that may be involved with each project; and to coordinate and provide ongoing assessment of projects under construction.
 - e) Community Education - to serve as the Directors' liaison with various sportsmen, environmental, landowner, civic and other groups; coordinate the involvement of citizens and local governments in individual projects such as scholarships, the development and /or maintenance of wetlands, parks, or recreation facilities; edit and distribute a newsletter to the membership, partners, and interested individuals. The Board shall determine the number of newsletters each year.
3. Standing Committees, at their discretion, are encouraged to solicit additional members to add manpower and expertise and to maintain community involvement.
 4. Organization of Standing Committees is intended to be flexible; communication and joint activities are encouraged and may be necessary at times on specific projects.
 5. All Standing Committees shall report all activities to the SCRIP Board at the regular Project Board meetings.

Article VIII. Conflict of Interest

Responsibilities of Directors shall be as defined in the Pennsylvania Ethics Act. Directors shall abstain from voting on any matter in which they are personally interested. Conflicts of interest shall be disclosed to the Board of Directors and notation of the same shall be made in meeting minutes.

Article IX. Amendment of Bylaws

The Bylaws may be amended by a vote of a majority of the currently active Directors provided that the proposed amendments first are presented in writing and discussed at a Directors meeting and providing further that the proposed amendments are mailed to all directors at least one week prior to the final vote with notice of the time and place of the meeting for the final consideration.

Article X. Dissolution of Organization

Should the organization dissolve; any and all assets shall be divided equally between the Cambria County Conservation District, the Somerset Conservation District, and the Southern Alleghenies Conservancy.

By-laws amended: March 2019