

BY-LAWS OF THE EASTERN PENNSYLVANIA COALITION FOR ABANDONED MINE RECLAMATION

PREAMBLE

The general purpose of the organization is to encourage the reclamation and redevelopment of land affected by past mining practices. This includes reducing hazards to health and safety, eliminating soil erosion, improving water quality, returning land affected by past mining practices to productive use, thereby improving the economy of the region.

The organization will cooperate with the Pennsylvania Association of Conservation Districts (PACD), State Conservation Commission, Pennsylvania State and local governmental agencies, federal agencies, and any organization or entity, public or private, with similar goals.

ARTICLE 1 - GENERAL

Section 1 - Official Name

This organization shall be known as *The Eastern Pennsylvania Coalition for Abandoned Mine Reclamation*, hereinafter referred to as "**EPCAMR**" or the "Coalition."

Section 2 - Organization

The Coalition is an independent, non-partisan, non-profit corporation serving the eastern Pennsylvania counties of Bradford, Carbon, Columbia, Dauphin, Lackawanna, Lebanon, Lycoming, Luzerne, Northumberland, Montour, Schuylkill, Sullivan, Susquehanna, Tioga, Wayne, and Wyoming. It shall be a membership organization, governed by a Board of Trustees.

Section 3 - Non-Discrimination

No person shall on the grounds of race, color, national origin, age, sex, religion, disability, political beliefs, or marital status be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity of the Coalition. The Coalition shall at all times be in compliance with the non-discrimination provisions contained in the Titles VI and VII of the Civil Rights Act of 1964, as amended; the Civil Rights Restoration Act of 1987 (Public Law 100-259); and other non-discrimination statutes; namely, Section 504 of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, and the Age Discrimination Act of 1975.

ARTICLE 2 - PURPOSE AND POWERS

Section 1 - Purpose

The purpose of the Coalition shall be to encourage the reclamation and redevelopment of abandoned mine lands and remediation of waters affected by past practices of the mining industry in eastern Pennsylvania. The specific purposes of the Coalition are as follows:

- (a) To promote the spirit of cooperation among all parties who have an interest in resolving the problems of Abandoned Mine Drainage and Abandoned Mine Reclamation;
- (b) To encourage partnerships among the various governmental agencies (Federal, State, County, and Local), industry, and the various conservation, environmental, and watershed associations throughout the defined areas;
- (c) To encourage, promote, and provide leadership and serve as a focal point for issues pertaining to abandoned mine related problems and reclamation;
- (d) To stimulate and encourage reclamation of abandoned mine land, waterways, and resources affected by mining;
- (e) To seek and acquire available sources of government, private, or public funding for projects related to abandoned mine problems;
- (f) To encourage new sources of funding to improve quality of waters degraded by mine drainage, siltation, and associated problems;
- (g) To educate, inform, and involve the public with mine reclamation and mine drainage issues;
- (h) To develop incentives, initiatives, and methods to better facilitate remediation of abandoned mine land and mine drainage problems;
- (i) To promote stabilization of reclaimed and abandoned mine lands and to promote the accelerated removal and/or stabilization of culm piles;
- (j) To encourage the reuse and safe redevelopment of abandoned mine lands;
- (k) To support the agencies, programs, industries, and associations related to mine reclamation;
- (l) To serve as an advocate for innovative, environmentally-sound, mine reclamation and AMD remediation techniques; and

(m) To provide assistance in developing local watershed coalitions and related groups interested in mine reclamation.

Section 2 - Charitable Purposes and Organizations

(a) In these by-laws and in any amendments to them, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, educational, or conservation purposes within the meaning of those terms as used in section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the laws of the Commonwealth of Pennsylvania.

(b) In these by-laws and in any amendments to them, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this section shall be entitled to exemption from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3 - Powers

The power of the Coalition shall be to engage in all lawful activity associated with and pertaining to abandoned mine land reclamation.

ARTICLE 3 - MEMBERSHIP

Section 1 - General Members

General membership in the Coalition is open to all individuals, conservation and watershed associations, governmental agencies, coal companies, co-generation facilities, and businesses. The individual members shall serve in an advisory capacity to the Board of Trustees and may serve on one or more committees of the Coalition.

Section 2 - Classes of Members

There shall be two classes of members, voting and non-voting.

(a) Any person may become a non-voting member by paying annual membership dues and completing a membership application. There shall be no limit to the number of non-voting members. Non-payment of annual dues forfeits membership

- (b) The voting members shall be the Board of Trustees of the Corporation. The number of voting members shall be not less than seven, including three members-at-large. A majority of members will be nominated by Conservation Districts in the EPCAMR service region. The directors shall be natural persons of full age and need not be residents of Pennsylvania. Any person may become a voting member of the Corporation upon payment of the annual membership fee and upon majority vote of a quorum of the Board of Trustees.

Section 3 - Conservation Districts

Conservation Districts that decide to join EPCAMR by paying dues of \$50.00 shall be considered Sponsoring Organizations and, as such can nominate up to three members to the Board of Trustees of the Corporation.

Section 4 - Industry Members

Industry Members that decide to join EPCAMR by paying dues of \$100.00 shall be considered Sponsoring Organizations and, as such, may nominate at least one member to the Board of Trustees of the Corporation. Coal companies, PAC, PCA, ARIPPA, and the coal refuse industry organizations shall be considered as Industry Members.

Section 5 - Coalition Membership Lists

Coalition membership Lists shall not be disclosed to non-members without the approval of the Trustees. The list will not be used for political or commercial purposes.

ARTICLE 4 - SELECTION OF VOTING MEMBERS

Section 1 - Election of Voting Members

The Board of Trustees shall be responsible for the election of voting members of the Corporation. A voting member maybe elected by a quorum of the membership of the Board of Trustees at the Annual meting or to fill a vacancy created by the resignation of a Trustee by special election at the discretion of the Board.

Section 2 – Removal of Voting Members

Any elected Officer or Trustee may be removed from office by the Board of Trustees due to inability to serve, malfeasance, unwillingness to serve, or conduct unbecoming a member. Unexcused absence for three (3) consecutive Board of Trustee meetings shall be considered unwillingness to serve and shall be cause for immediate removal from the Board of Trustees. Excused absences shall be determined by the Board of Trustees and shall include, but not be limited to, illness, work requirements, death of family members, or vacation.

ARTICLE 5 - TERMS OF OFFICE

Section 1 - Trustees

Members of the Board of Trustees shall serve a term of three (3) years. The Trustees shall be replaced or reappointed by the Trustees at the expiration of the Trustees term of office or as the Trustees may determine from time to time.

Section 2 - Officers

The term of all elected officers shall be one year. Elections shall be held at the Annual Meeting with officials assuming office at the first official meeting of each fiscal year.

ARTICLE 6 - OFFICERS

Section 1 - Officers

The officers of the coalition shall be President, Vice President, Secretary, Treasurer and Immediate Past President. They shall be active members in good standing with the Coalition and currently serving as members of the Board of Trustees. They shall be nominated by the Board of Trustees and elected by simple majority vote of the Trustees present at the Annual Meeting.

Section 2 - Duties of the Officers

Duties of the Officers shall be as follows:

- (a) The **President** shall be the chief executive officer of the Coalition and shall preside over all meetings of the Coalition and chair the Board of Trustees. The President shall appoint all committee chairpersons and shall be an ex officio member of all standing and special committees. The President shall perform such duties as usually pertain to the Office of President and shall remain a member of the Board of Trustees.
- (b) The **Vice President**, in the absence of the President, shall preside at all meetings and act in the general administration of the Coalition.
- (c) The **Treasurer** shall maintain financial records of the Coalition and its subordinate organizations, as necessary, and receive and disburse funds as authorized by the Board of Trustees. The Treasurer shall assist in the preparation of an Annual Report and provide accounting of the financial status of the Coalition at regularly scheduled meetings.
- (d) The **Secretary** shall keep minutes of the meetings and have oversight responsibility for the archives and history of the Corporation, including minutes of all past Board and Executive Committee meetings, and the keeping of the Corporate Seal.
- (e) The **Immediate Past President** shall sit on the executive committee and shall

remain a voting member of the Board of Trustees.

Section 3 - Good Faith Performance

Except as otherwise provided in this Article, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an Officer of the Corporation.

Section 4 - Vacancy in Office

- (a) If the office of President becomes vacant, then the Vice President shall assume as Interim the office of the President and shall complete the President's term of office and the Vice-President's office shall become vacant.
- (b) If the office of the Vice President becomes vacant, the President shall appoint, for the remainder of the Vice-President's term of office, an interim Vice President to assume the title and duties of the Vice President. The appointee shall not succeed the President upon the completion of the President's term of office. At the end of the term, the office of Vice-President shall be subject to the election process detailed in the By-Laws.
- (c) If the office of the Secretary or Treasurer becomes vacant, the President shall appoint, for the remainder of the Secretary's or Treasurer's term of office, an interim Secretary or Treasurer to assume the title and duties of the Secretary or Treasurer. At the end of the term, the office of Secretary or Treasurer shall be subject to the election process detailed in the By-Laws.

ARTICLE 7 - MEETINGS

Section 1 - Regular and Special Meetings

The Board of Trustees shall meet at least quarterly. Special meetings may be convened by the president with the consent of 1/3 of the board members. Minutes of all meetings of the Trustees shall be provided to each member of the Board, in writing, no less than 10 days prior to the next scheduled meeting.

Section 2 - Notice of Meetings

Oral, written or electronic transmission (e-mail), provided that the transmission is directly to the Trustee and the Trustee has agreed to such electronic transmission, notice of each meeting of the Board of Trustees shall be given to the Board of Trustees by, or under the supervision of, the Secretary of the Coalition not less than seventy-two (72) hours prior to the time of the meeting. Such notice may be waived by all the trustees, and their appearance at a meeting shall constitute a waiver of notice.

Section 3 - Rules of Order

Meetings shall be conducted in accordance with Robert's Rules of Order.

Section 4 - Annual Meeting

The Annual Meeting of the Coalition shall take place during the last Quarter of the Fiscal Year under direction of the vice-president, at such time and in such place as the Board of Trustees shall designate.

Section 5 - Quorum

A quorum of the Board of Trustees shall be at least seven (7) members.

Section 6 - Voting

Unless otherwise stated in the articles of incorporation, or these bylaws, or required by applicable law, all questions shall be decided by a vote of a majority of the Trustees voting thereon. Each Trustee shall be entitled to only one vote. Proxy voting shall be allowed. Each proxy shall be in writing, and no member shall vote more than one proxy. Cumulative voting is not permitted.

ARTICLE 8 - BOARD OF TRUSTEES

Section 1 - Authority to Act

The Board of Trustees shall nominate officers and serve as the governing body for the Coalition. They will identify and direct activities of the Coalition, establish required permanent and protem committees, and maintain comprehensive oversight of all activities and finances of the Coalition. The Trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A Trustee may, by appropriate written instrument, delegate all or any part of his or her powers to others of the Trustees for such periods and subject to such conditions as such delegating Trustee may determine.

The Trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Trust as specified in Article-2, Section-2, and not otherwise.

Section 2 - Fiduciary Relations

A Trustee shall stand in fiduciary relation to the Corporation and shall perform his or her duties as a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interest of the Corporation 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 Trustee 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:

- (a) One (1) or more officers or members of the Coalition whom the Trustee reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountant, or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board upon which the Trustee does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

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

Section 3 - Personal Liability

- (a) None of the Trustees shall be required to furnish any bond or surety. None of them shall be responsible or liable for the acts of omissions of any other of the Trustees or any predecessor or of a custodian, agent, depository, or counsel selected with reasonable care.
- (b) No Trustee shall be personally liable, as such, for monetary damages for any action taken, or failure to take action, unless (i) the Trustee has breached or failed to perform the duties of his or her office under Title 42 PA Consolidated Statutes S8363 (relating to Standard of Care and Justifiable Reliance), and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provision of this Paragraph shall not apply to the responsibility or liability of a Trustee, pursuant to any criminal statute, or the liability of a trustee for the payment of taxes pursuant to local, state, or federal law.
- (c) Any repeal or modification of this Section 3 by the trustees shall be prospective only, and shall not affect, to the detriment of any trustee, any limitation on the personal liability of a trustee, existing at the time of such repeal or modification.
- (d) The provision of this Section shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for the payment of taxes pursuant to local, state, or federal law.

Section 4 - Assent or Dissent to Actions

A Trustee who is present at a meeting of the Board of Trustees, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Trustee files a written dissent to the action with the secretary of

the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Coalition immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of the action. Nothing in this dissension shall bar a Trustee from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the trustee notifies the Secretary, in writing, of the asserted omission or inaccuracy.

Section 5 - Indemnification

The Board of Trustees shall indemnify any trustee who was, or is, a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or other proceeding, if such person is (i) a Trustee, or (ii) was serving in the capacity of Trustees at the request of the Board of Trustees. Such indemnification shall be against all expenses (including attorney's fees), monetary penalties and damages (including settlements arising from such action), unless:

- (a) the behavior which gave rise to such action is deemed by the Board of Trustees to constitute self-dealing, willful misconduct, or recklessness, or (b) applicable laws expressly prohibit such indemnification.
- (b) A Trustee, entitled to indemnification under this Section 3, shall submit to the Secretary of the Board of Trustees a written request for such indemnification within thirty (30) days of receiving notice of legal action being brought against him or her. A person whom the Board deems to be entitled to indemnification under these paragraphs shall be indemnified within thirty (30) days of the Board's receipt of his or her written request.
- (c) Unless specifically authorized by the Resolution of the Board of Trustees and directed to do so, a Trustee who initiates legal action shall not be indemnified by the Board of Trustees.
- (d) The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in one's official capacity and as to action in another capacity while holding such office, and shall insure to the benefit of the executors and administrators of any such person.

Section 6 - Insurance

The Board of Trustees shall have the power to purchase, satisfy, and maintain, at the expense of the Trust, insurance on behalf of the Trust and the Trustees, and on behalf of others, to the extent that power to do so has been, or may be granted, by statute to insure the obligations provided herein or otherwise.

Section 7 - Resignation

Any Trustee under these by-laws may, by written instrument, signed and acknowledged, resign from office. Any succeeding or additional Trustee shall upon acceptance of the office by written instrument signed and acknowledged, have the same powers, rights, and duties, and the same title to the Trust Estate jointly with the surviving or remaining Trustee or Trustees as if originally appointed.

ARTICLE 9 - FISCAL OPERATIONS

Section 1- Finances

Each of the sponsoring Conservation Districts and member associations shall contribute to the support of the Coalition. The amount of financial support shall be set annually by the Board of Trustees and shall be based on membership classification established under these bylaws and any additional classifications created by the Trustees.

Section 2 - Receipt of Grants and Property

The Trustees may act to authorize the Coalition to receive grants and accept property, whether real, personal, or mixed, by way of gift, bequest, or device, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of these by-laws; but no gift, bequest or device of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article 2, Section 2 of these by-laws, or as shall in the opinion of the Trustees, jeopardize the federal income tax exemption of this trust pursuant to Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3 - Payments and Distributions

The principal and income of all property received and accepted by the Trustees to be administered under these bylaws shall be held in trust by the Coalition, and the Trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in Article 2, Section 2, in such amounts and for such charitable purposes of the Coalition as the Trustees shall from time to time select and determine; the Trustees may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in Article 2, Section 2, in such amounts as the Trustees shall from time to time select and determine without making use of any charitable organization. The Trustees may also make payments or distributions of all or any part of the income or principal to the Commonwealth of Pennsylvania or to any unit of government or legal subdivision of local government in the area served by the Coalition but only for charitable purposes within the meaning of that term as defined in Article 2, Section 2. Income or principal derived from contributions by corporations shall be distributed by the Trustees for use solely within the United States or its possessions.

No part of the net earnings of this organization shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this Coalition shall be the carrying on of propaganda, or otherwise attempting, to

influence legislation. No part of the activities of this Coalition shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The Trustees serving under these by-laws are authorized to pay themselves amounts for reasonable expenses incurred and reasonable compensation for services rendered in the administration of this organization, but in no event shall any Trustee who has made a contribution to this Trust ever receive any compensation thereafter.

Section 4 - Discretionary Powers of Trustees

In extension and not in limitation of the common law and statutory powers of Trustees and other powers granted in these by-laws, the Trustees shall have the following discretionary powers:

- (a) To invest and reinvest the principal and income of the Coalition in such property, real, personal, or mixed, and in such manner as they deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stock, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is a kind or size which but for this express authority would not be considered proper and although all the funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any Trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this Trust, nor to anyone except on the basis of an adequate interest charge with adequate security.
- (b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the Coalition.
- (c) To borrow money for such periods, at such rates of interest, and upon such terms as the Trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property, with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by the Coalition.
- (d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.
- (e) To vote, to give proxies, to participate in the reorganization, merger or

consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depository, voting Trustees, or otherwise, and in this connection to delegate authority to such committee, depository, or Trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

- (f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold property without indication of fiduciary capacity but only in the name of a registered nominee, provided the Coalition's property is at all times identified as such on the books of the organization; to keep any or all of the property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustees.

Section 5 - Fiscal Year

The Coalition's fiscal year shall begin on the first day of January and end on the last day of December.

ARTICLE 10 - AMENDMENTS

These by-laws may be amended at any time or times by written instruction or instruments signed and sealed by the Trustees, and acknowledged by any of the Trustees, provided that no amendment shall authorize the Trustees to conduct the affairs of this organization in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. An amendment of the provisions of this Article (or any amendment to it) shall be valid only if, and to the extent that, such amendment further restricts the Trustees' amending power. All instruments amending these by-laws shall be noted upon or kept attached to the executed original of the by-laws held by the Trustees.

These bylaws may be amended by a majority vote of the Trustees at a regularly scheduled meeting of the Board of Trustees with no less than a thirty (30) day written notice of the changes prior to the meeting. Such notice must be sent to all members of the Board of Trustees of the Coalition.

ARTICLE 11 - DISSOLUTION

The organization shall continue forever unless the Trustees terminate it and distribute all of the principal and income, which action may be taken by the Trustees in their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed equally to each of the current member County Conservation Districts for a public

purpose. The donor authorizes and empowers the Trustees to form and organize a nonprofit corporation limited to the uses and purposes provided in these bylaws, such corporation to be organized under the laws of the Commonwealth of Pennsylvania or under the laws of the United States as may be determined by the Trustees; such corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this organization. Under the creation and organization of such corporation, the Trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this organization may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine consistent with the provisions of this article.

These bylaws of the Eastern Pennsylvania Coalition for Abandoned Mine Reclamation were adopted on June 7, 1996, amended on March 23, 2000, April 7, 2005 and again on November 12, 2008.

Signatures upon acceptance of amendments:

President

Vice-President

Secretary

Treasurer

Immediate Past President