

**BYLAWS
Of
THE AMERICAN CONIFER SOCIETY
(A Pennsylvania Nonprofit Corporation)**

**ARTICLE I
Name, Organization and Location**

1.1 Name. The name of this Corporation shall be "American Conifer Society," hereafter known as the Society.

1.2 Organization. The Society is organized under the General Nonprofit Corporation Act of the Commonwealth of Pennsylvania. No part of any net earnings and no dividends or other profits shall inure to the benefit of any member, director or officer.

1.3 Registered Office. The registered office of the Society in the Commonwealth of Pennsylvania shall be at c/o Hyland Courthouse Co., Philadelphia, PA. The Board of Directors, by majority vote, may designate a new principal office and location.

1.4 Fiscal Year. The fiscal year of the Society shall begin on the 1st day of November each year.

**ARTICLE II
Purpose**

2.1 Purpose. The Society is organized for the following purposes and powers:

2.11. To foster and promote the advancement of public interest in the development, preservation and propagation of Conifers, with an emphasis on those that are dwarf or unusual, the clarification of nomenclature and education of the public;

2.12. To encourage development of new and improved varieties, and to promote their introduction into cultivation;

2.13. To accept contributions, engage in fund-raising projects and campaigns to accomplish any or all of its purposes;

2.2 Not for profit. The Society is not organized for pecuniary profit and no part of its income or property shall be distributed to any member, director or officer.

ARTICLE III

Membership and Meetings

3.1 Classes of Members. There shall be one class of members whose voting and other rights and interests shall be equal.

3.2 Qualification of Members. Any natural person who has an active interest in gardening and who agrees to uphold the objectives of the Society shall be eligible for membership in this Society. Application shall be made to the National Office, accompanied by payment of the required dues for membership according to the amount in effect at time of membership application.

3.3 Dues. The board of directors may levy dues upon the members in amounts and for periods as may be determined by resolution of the board.

3.4 Enforcement. The board of directors may make regulations necessary to enforce the collection of dues, including provisions for the termination of membership, upon reasonable notice, for nonpayment of dues, and for reinstatement of membership.

3.5. Termination and Transfer of Membership. The right of a member of the Society to vote shall cease on the termination of his/her membership. No member may transfer his/her membership or any right arising from membership.

3.6. Annual Meeting. The board of directors shall fix the date and time of the annual meeting of the members. Notice of the annual membership meeting shall be mailed to members at least 60 days prior to the date of the meeting.

3.7. Place of Meeting. The annual meeting of the membership shall be held at the place as designated by the board of directors in the notice of the meeting.

3.8. Special Meeting. Special meetings of the members may be called at any time by a majority of the board of directors or by petition signed by 25 members entitled to vote. The petition shall state the reason for the meeting. Notice of the meeting shall be given to the members as provided for the annual meeting and shall state the purpose(s) for which the meeting is called. The board of directors shall fix the time, date and location of the special meeting.

3.9 Quorum, Manner of Acting and Adjournment. A quorum at any meeting of members shall be at least 50 voting members. The majority of the voting members present at any duly called meeting of members shall decide all matters presented for decision. A voting member shall be defined as one who has paid dues for the current year.

3.10. Organization. At every meeting of the members, the president of the Society, or in the case of a vacancy in office or absence of the president, one of the following officers present in the order stated: the vice president of the Society, or a chairman chosen by a majority of the members present, shall act as presiding officer. The secretary of the Society or, in his/her absence, a person appointed by the presiding officer, shall act as secretary.

ARTICLE IV

BOARD OF DIRECTORS

4.1. Powers. The board of directors (hereafter "the board") shall have full power to conduct, manage, and direct the business and affairs of the Society; and all powers of the Society, except those specifically reserved or granted to the members by statute, by the articles of incorporation, or these by-laws, are vested in the board of directors.

4.2 Qualification and Selection. Each director of the Society shall be a member of the Society. They shall be elected as specified in article 7.2.

4.3. Number and Term of Office. The board of directors shall consist of eight (8) directors. Each region shall elect two directors, one of which shall be the president of the region. The regional directors must be elected at least one (1) month prior to the next national meeting.

The term of office shall be two (2) years from election and each director shall hold office until his/her successor shall have been elected and qualified, or until his/her earlier death, resignation or removal. The terms of the 8 directors shall be staggered so that absent a vacancy, no more than 1 director from each region shall be elected annually.

Directors cannot serve more than three successive terms, but can be re-elected after one year off the board.

4.4. Ex Officio Members. Ex officio members of the board of directors shall be the national office manager, the *Conifer Quarterly* editor, the web master, and the immediate past president. Ex officio members of the board shall be non-voting members.

If the member's term as elected director, but not the term as officer, has expired, the officer shall be considered ex officio and not entitled to vote; except if a tie vote occurs among the directors, the president shall break the tie.

4.5. Officers. The officers of the Society are: President; Vice-president/Treasurer; and Secretary. The board of directors shall elect from among the current or past members of the board a president, and a vice president who also serves as treasurer, at an organizational meeting in conjunction with the annual membership meeting. A secretary shall be appointed by the president, subject to approval by the board of directors.

A member of the board elected as an officer relinquishes his/her responsibilities as a regional representative. The region shall elect a new representative prior to the next national board meeting.

4.6. Organization. The president of the Society shall preside at every meeting of the board of directors. In the absence of the president, the vice-president shall preside. In the absence of the secretary, the presiding officer of the meeting shall appoint one of the other directors as secretary pro tem.

4.8. Resignations. Any director of the Society may resign at any time by giving written notice to the president or the secretary of the Society. The resignation shall take effect at the date specified in the written notice and, unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

4.9. Vacancies. The board may declare the office of a director vacant because of death, resignation, removal in any manner other than under the provisions of Section 4.8 of this article, or for any other proper cause, or if within 60 days after notice of his/her selection, he/she does not accept the office either in writing or by attending the next meeting of the board.

Any vacancy on the board created by the death, resignation or removal of a regional director, but not a regional president, shall be filled by a majority vote of the remaining members of the board, even if there is less than a quorum, at any regular or special meeting. Each person elected shall serve for the balance of the unexpired term of the director whose office was declared vacant.

4.10. Removal. At any special meeting of the membership called for the purpose of removing or electing directors, the entire board of directors or any individual director may be removed from office without assigning any cause by the vote of the majority of members entitled to vote. In case any one or more directors are removed, new directors may be elected at the same meeting.

4.11. Place of Meeting. Meetings of the board may be held at any location designated in the notice of the meeting.

4.12. Organization Meeting. Immediately after each annual election, the newly selected board shall meet for the purpose of organization and the transaction of other business. Notice of this meeting need not be given. The organization meeting may be held at any other time or place specified in a notice given as provided in Section 4.13 of this Article.

4.13. Regular Meetings. Regular meetings of the board shall be held at the time and place designated by the board. At regular meetings, the directors shall transact any business as may properly be brought before the meeting. Notice of regular meetings shall be given at least 14 days prior to the meeting.

4.14 Special Meetings.

(1) The president or 3 voting board members may call for a special meeting with (at least) 7 calendar days notice (to voting directors, ex-officio directors, and officers). Such meeting not to start after 9:00 pm ET, nor before 7:00 am PT. The notice will state the time, date, and purpose of meeting. Alternatively, the president may schedule a meeting using web-based scheduling software, allowing (at least) 5 days response time and selecting the time and date most appropriate based on indicated availabilities. These meetings are intended to be conference calls or web based (with VOIP) but not limited to such. Voting and quorum rules will follow those for regular meetings.

(1)(a) The president or 3 voting directors may call for an email vote. Votes shall have a start and end time and date. The start time and date shall be no sooner than the email announcement of the vote and the end time and date shall be no sooner than 5 calendar days (120 hours) from the start time and date. The announcement shall be sent to voting directors, ex-officio members, and officers. At the president's discretion, the announcement may exclude selected non-voting directors if it concerns compensation or other personnel matters. . All votes shall be public (i.e. broadcast to all board members contained in original announcement) and can be changed up until the end time/date. If a voter neglects to copy everyone, the president or secretary may forward that vote to the board. The secretary will announce the vote results as soon as feasible after the voting period ends. The secretary shall keep the emails until the next regularly scheduled meeting where their results will be incorporated into the minutes. The retained emails will show the received time in the event of a close vote. A quorum for email votes will be 2 more than half the number of current voting board members. Within 24 hours of the vote result announcement by secretary, the president has an opportunity to vote to break a tie. The president may also forward a private vote earlier to the secretary (and later announced to board) to speed the process or cover any anticipated absence.

At the next regular board meeting, the proceedings shall be reported as to the question and the vote of each Director. The proceedings shall be entered into the minutes of that regular board meeting.

(2) Special meetings of the membership may be called for the purpose of electing or removing directors, and shall be held whenever 10% of the members in good standing petition the president in writing. The president shall call the special meeting to be held within 90 days of receiving the written petition. Written notice of the special meeting shall be sent to the membership and shall state the time, place and purpose of the meeting.

4.15. Quorum, Manner of Acting, and Adjournment. Each director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board. In the absence of quorum, a majority of the directors present and voting may adjourn the meeting until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action taken shall be signed by all of the directors in office and shall be filed with the secretary of the Society.

4.16. Committees. The board may establish one or more committees, each committee to consist of at least one director of the Society and at least one other member of the Society. Each committee of the board shall serve at the pleasure of the board.

No committee of the board shall exercise any of the powers or authority vested in the board by these by-laws or the Nonprofit Corporation Law of Pennsylvania unless authorized by resolution of the board. Any committee of the board may make recommendations to the board concerning the exercise of the board's powers and authority.

The establishment of any committee of the board and the delegation of power and authority shall not alone relieve any director of his/her fiduciary duty to the Society.

Each committee shall keep regular minutes of its proceedings and report the proceedings periodically to the board as required.

4.17. Interested Directors or Members; Quorum. No contract or transaction between the Society and one or more of its directors or members, or between the Society and any other Society, partnership, association, or other organization in which one or more of its directors or officers are directors or officers of the Society shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board which authorizes the contract or transaction, or solely because their votes are counted for such purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed to the board and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, or

(2) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed to the members entitled to vote, and the contract or transaction is specifically approved in good faith by vote of the members, or

(3) The contract or transaction is fair as to the Society as of the time it is authorized, approved or ratified, by the board or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors which authorizes a contract or transaction specified in this section.

4.18. Expenses. Each director shall be paid reasonable compensation and expenses for services as a director, if any, as fixed by the board of directors for each meeting of the board of directors or committee which he/she shall attend.

ARTICLE V

Notice — Waivers — Meetings

5.1. Notice. Whenever written notice is required to be given to any person under the provisions of these bylaws, or the Nonprofit Corporation Law of Pennsylvania, it may be given either personally or by sending a copy by first class mail, postage prepaid, to his/her address as supplied to the Society for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled when deposited in the United States mail for transmission. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

5.2. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of Pennsylvania, a waiver in writing, signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice. Except as otherwise required by this section, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of the meeting. In the case of a special meeting of members, a waiver of notice shall specify the general nature of the business to be transacted.

Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

5.3. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with any clarifying or other amendments as do not enlarge its original purpose.

5.4 Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these bylaws, or the Nonprofit Corporation Law of Pennsylvania, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with the person is then unlawful, the giving of notice or communication to the person shall not be required and there shall be no duty to apply for a license or other permission to do so.

ARTICLE VI Officers

6.1. Nomination, Election and Term of Office. The officers of the Society shall be nominated by a Nominating Committee consisting of the immediate past president who serves as committee chair, and three other members of the Society representing each of the regions not represented by the committee chair appointed by the president. Nominations for officers shall be presented to the board at the summer board meeting. Candidates may be current board members, past board members, or any member of the Society in good standing.

6.2. Independent Contractors and Agents. The board may hire independent contractors or other agents as the business of the Society may require.

6.3. Removal. Any officer, employee or other agent of the Society may be removed, either for or without cause, by the board. Any removal shall be without prejudice to the contract rights of any person so removed.

6.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board, or by the region to which the power to fill the position has been delegated. If the office is one for which these bylaws prescribe a term, it shall be filled for the unexpired portion of the term.

6.5. General Powers. All officers of the Society, as between themselves and the Society, shall respectively have such authority and perform such duties in the management of the property and affairs of the Society as may be determined by resolutions or orders of the board of directors, or, in the absence of controlling provisions in resolutions or orders of the board of directors, as may be provided in these bylaws.

6.6. President. The president shall be the chief executive officer of the Society and shall have general supervision over the activities and operations of the Society, subject, however, to the control of the board.

6.7. Duties of the President. The president shall:

- 6.7.1. Preside at all meetings of the Society and of the board;
- 6.7.2. Cast a vote only to break a tie in a vote of the board of directors.
- 6.7.3. Execute contracts and related documents for the Society authorized by the board, except when the execution shall be delegated by the board of directors, or by these bylaws, to some other officer or agent of the Society;
- 6.7.4. Keep the board and officers fully informed of conditions and operation of the Society.
- 6.7.5. Appoint chairs of all committees and outline the duties of these committees.
- 6.7.6. Support and defend policies and programs adopted by the board of directors.
- 6.7.7. Act as spokesman to the press, the public and related organizations as required.
- 6.7.8. Promote interest and active participation in all Society activities by the membership.
- 6.7.9. Assure that the 'Policies of the Board' are current and accurately reflect the policies and actions of the board.
- 6.7.10. Perform all duties incident to the office of president, and other duties as may be assigned by the board.

6.8. VICE PRESIDENT. The vice-president shall:

- 6.8.1. Be a voting member of the board.
- 6.8.2. Perform the duties of the president in his/her absence.
- 6.8.3. Serve as Chair of the Conifer Quarterly Advisory Committee.
- 6.8.4. Assist the president in the establishment of committee functions and assignments.
- 6.8.5. Perform other duties as assigned by the president and/or the board.
- 6.8.6. Assume the office of president if a vacancy occurs in the office due to the death, resignation or removal of the president.

6.9. TREASURER. The treasurer shall:

- 6.9.1. In cooperation with the Finance Committee, help develop and implement a financial strategy to ensure the Society's long term financial stability, including support for, and operation within, an annual budget.
- 6.9.2. Prepare and present the final annual budget, after its preliminary preparation by the Finance Committee, with the assistance of the National Office, to the board for approval.
- 6.9.3. Oversee the financial activities of the National Office and an annual audit, or review, of the Society's financial statements.
- 6.9.4. Manage financial investments of the Society judiciously to assure financial security and maximum return.
- 6.9.5. Serve as Chair of the Endowment and Memorial Fund and Finance Committees.

6.10. SECRETARY. The secretary shall:

- 6.10.1. Be a non-voting member of the board appointed by the president.
- 6.10.2. Record and prepare appropriate minutes of the meetings of the board and meetings of the Society. A draft of the minutes will be supplied to the officers for review within 30 days following the meeting. After review the secretary will forward a copy of the minutes to all board members, the National Office and the Conifer Quarterly Editor. A copy of the minutes will be maintained by the secretary, the National Office and at the Society's archival site.
- 6.10.3. Maintain a file for the Society's 'Policies of the Board' handbook and assist the president in updating the 'Policies', if needed, after each board meeting.
- 6.10.4. In collaboration with the president, prepare the agenda for board meetings.
- 6.10.5. Distribute the agenda and committee reports to the board members two weeks prior to the board meeting.

- 6.10.6. Assist the president in arranging board meetings with respect to time and place.
- 6.10.7. Prepare a short synopsis of the minutes to be published in the next edition of the *Conifer Quarterly*.

6.11. Officers' Bonds. Any officer may be required give a bond for the faithful discharge of his/her duties in such sum, if any, and with such surety or sureties as the board of directors shall require. If a bond is required, the board shall buy the bond and assume financial responsibility for any premiums due.

6.12. Compensation. Members of the board of directors shall serve without compensation except for travel expenses as authorized by the board. The compensation of any independent contractors or other agents shall be fixed by the board. No director shall be prevented from receiving compensation as an agent solely by reason of the fact that he/she is also a director of the Society.

ARTICLE VII

REGIONS

7.1. Regions. The primary subsection of the Society shall be known as a 'Region'. The existing Central, Northeastern, Southeastern and Western Regions are recognized.

7.2. Designation of Regions. The board will assign specific states, provinces and/or areas to the regions, and must approve the establishment or modification of regional boundaries. Changes shall only be made to meet the needs of the members and fulfill the mission of the Society.

- 7.3.1. The establishment of a new region requires a nucleus of interested members having high leadership potential and motivation, and shall be established mainly for camaraderie and to strengthen the national Society.

7.3. Responsibilities of Regions. Regions shall maintain and support the national objectives and purpose, as outlined in the Society's Bylaws and Policies of the Board.

7.4. Regional Subsections. Subsections within regions may be formed: these include areas, states, chapters, focus groups, study groups, and the like. The board will actively support all groups so long as these groups provide an active public and membership focus according to the objectives of the Society.

7.5. Requirement for National Membership. The national organization will be the primary Society to which all members belong; therefore, national membership is required in order to be a regular attendee, or member, at regional events. Guests and non-members are welcome at individual events.

7.6. Regional Officers. The officers of the Regions are the President, Past President, Vice President, Recording Secretary and Treasurer. All shall be designated by region.

- 7.6.1. The offices of the secretary and treasurer may be combined.

- 7.6.2. State and area representatives are elected in the same manner as the officers and serve on the regional board.

7.7. The Regional President shall:

- 7.7.1. Be a director of the national board.

- 7.7.2. Preside at all regional meetings.

- 7.7.3. Be responsible for overseeing all regional operations and activities.

- 7.7.4. Serve as chair, or appoint the chair, for the National Meeting when the meeting is held in their region.

7.8. The Regional Vice President shall:

- 7.8.1 Perform the duties of the regional president in his/her absence.
- 7.8.2. Work with the area or state representatives in the promotion of the Society, and in the development of programs, presentations or other promotions on a local level.
- 7.8.3. Work with the regional president in the recruiting and nomination of area or state representatives for election by the regional members.
- 7.8.4 Assume the office of president if a vacancy occurs in the office due to the death, resignation or removal of the president.

7.9. The Regional Treasurer shall:

- 7.9.1. Work with the regional president in the preparation of annual the budget.
- 7.9.2. Keep records and account for all funds received as a result of activities in the region in accordance with the chart of accounts established by the National Office.
- 7.9.3. Prepare annual financial summaries on forms provided by the National Office and the National Treasurer. This summary should be reviewed by the Regional President and forwarded to the National Office as soon as possible after the end of the Society's fiscal year. (October 31)
- 7.9.4. Obtain proper signatures and authorization on regional bank accounts when any change in officers or banks occurs. The National Treasurer must be authorized on each regional bank account (IRS regulations), and the National Secretary shall certify as to the authority of all signatures on the account.

7.10. The Regional Secretary shall:

- 7.10.1 Provide a mailing address, telephone and fax service during reasonable hours.
- 7.10.2. Keep regional records and minutes of meetings,
- 7.10.3. Mail newsletters and prepare reports of regional activities.
- 7.10.4 Assist the regional president in administrative duties related to planning and conducting the annual regional members' meeting.
- 7.10.5. Send a current list of regional officers to the National President and the National Office following each election.

7.11. Regional Nominating Committee. A Regional Nominating Committee shall be appointed by the regional president and will be comprised of the past president, who serves as chair, and two members appointed by the current regional president. The committee shall solicit nominations from the membership.

7.12. Election of Regional Officers. Election of regional officers and regional director shall be by majority vote by mail ballot sent to the entire current regional membership. Election of officers and director shall be prior to the annual national meeting. Vacancies in officer positions shall be filled by appointment by the regional president to fill out the remainder of the term. Vacancies in the director position will be handled per section 4.9. The timing of the director election shall follow the staggered term rule in section 4.3.

7.12.1 Return of Ballots. Ballots are to be returned to the regional secretary, or other designated officer if the secretary is a candidate, as a sealed, secret ballot.

7.12.2 Counting of Ballots. A three-member ad hoc election committee, comprised of the secretary, or other designated officer, and two additional society members in good standing, will count the ballots.

7.12.3 Validation of Ballots. All ballots will have been numerically coded and sent to all members of the region whose dues are current at the time of mailing. This will be the only validation of the ballots.

7.12.4. Counting of Ballots. Received ballots will be checked for valid postmark date and numerical code, the envelopes opened and the ballot separated from the envelope to assure secrecy. The vote is tabulated and recorded. All three committee members will sign the report. The committee chair will send a copy of the report to the president of the region who will immediately notify the candidates of the results. The president of the region will also send the results of the election to the National Office.

7.13 State/area Representatives. State or area representatives shall be elected in the same manner as the officers, unless candidates are not available. In that case, the regional president may appoint representatives. Appointments should be ratified by the membership at the next regional members' meeting.

7.14. Terms of Office. The terms of office of all officers are two (2) years. The continuous service of the Regional President and Vice President shall not exceed six years.

7.15. Reimbursement. Reimbursement of regional officers, state or area representatives and regional committee chairs will be made from the regional treasury following the same general guidelines established for the corresponding national positions.

7.16. Region Meetings. At least one general regional members meeting shall be held in each region annually, except that the region in which an annual National Members' Meeting is to be held, has the option, not the obligation, to hold a regional meeting in that same year. No regional or local meeting will be held within thirty days of the National Meeting.

7.17. Regional Fiscal Year. Each region shall keep financial records on the same fiscal year basis as the Society and provide semi-annual financial reports to the National Treasurer one month prior to the Society's board meeting.

7.18. Regional Funds. The management of regional funds must conform to IRS requirements and the Bylaws of the Society; provide for planned support of the Society; and maintain the ability to raise income and direct expenditures.

7.19. Regional Support of the Society

7.19.1 Support of the national Society shall not cause a region's treasury balance to be less than \$3000.

7.19.2 Each region's share of support to the Society shall be calculated based on the proportion of that region's membership relative to the national membership.

7.19.3. The membership count for each region and the national will be determined as of January 1 of the year preceding the contribution.

7.19.4 The board shall determine the total dollar amount of contributions to national, based on a review at the summer board meeting of national and regional finances as presented in national and regional budgets for the upcoming year. The date for regional contributions shall be determined by the board at the time of budget review, or not later than October 31 of the respective year.

7.20. Conduct of Activities. Each region shall determine how to conduct its own activities, meetings, and projects to further the purpose of the Society. It shall keep minutes of meetings and activities and report these to the board through the regional president.

7.21 Power to Act. No regional officer or member shall have the power to act for the Society unless explicitly approved in writing by the board.

7.22. Use of Names. Only the National Society shall have proprietary interest in the name “American Conifer Society” and “The Conifer Society”. Privilege to use these names by any region shall be at the discretion of the board.

7.24. Regional Membership Chair. The Regional President shall appoint a regional membership chair who will also be a member of the National Membership Committee.

7.25. Announcements. Space in the Conifer Quarterly and on the Society’s Web Site will be determined by the Editor and Web Site Committee, respectively, and will be available to each region for reporting activities and a calendar of events.

ARTICLE VIII Indemnification of Directors, Officers, Etc.

8.1. Directors and Officers; Third Party Actions. The Society shall indemnify any director or officer of the Society who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he is or was a representative of the Society (which, for the purposes of this Article, shall mean a director, officer, employee or agent of the Society, or a person who is or was serving at the request of the Society as a director, officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise) against expenses (including attorneys’ fees) , judgment, 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 reasonably believed to be in, or not opposed to, the best interests of the Society, 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 reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

8.2. Directors and Officers; Derivative Actions. The Society shall indemnify any director or officer of the Society 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 Society to procure a judgment in its favor by reason of the fact that he or was a representative of the Society, against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Society 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 duty to the Society unless and only to the extent that the court of common pleas of the county in which the registered office of the Society is located 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.

8.3. Employees and Agents. To the extent that a representative of the Society who neither was nor is a director or officer of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, he shall be indemnified by the Society in any other circumstances to any extent if the Society would be required by Section 7.1 or 7.2 of this Article to indemnify such person in such circumstances to such extent if he were or had been a director or officer of the Society.

8.4. Procedure for Effecting Indemnification. Indemnification under Section 7.1, 7.2 or 7.3 of this Article shall be made when ordered by court (in which case the expenses, including attorneys' fees, of the representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Society) and may be made in the specific case upon a determination that indemnification of the representative is required or proper in the circumstances because he has met the applicable standard of conduct set forth in Section 7.1 or 7.2 of this Article. This determination shall be made:

- 1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
- (2) If such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or
- (3) By the members.

8.5. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Society in advance of the final disposition of such action, suit or proceeding, upon authorization by the board of directors in a specific case upon receipt of an undertaking by or on behalf of a director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Society as required in this Article or authorized by law and may be paid by the Society in advance on behalf of any other representative when authorized by the board of directors upon receipt of a similar undertaking -

8.6. Scope of Article. Each person who shall act as a representative of the Society shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of members or disinterested directors, statute or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a representative of the Society and shall inure to the benefit of the heirs and personal representatives of such a person.

This Article shall not affect the liability of a representative with respect to the administration of trust assets held by the Society pursuant to the Nonprofit Corporation Law of Pennsylvania.

ARTICLE IX Miscellaneous

9.1. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by the person or persons as the board of directors may designate.

9.2. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Society. This authority may be general or confined to specific instances.

9.3. Deposits. All funds of the Society shall be deposited to the credit of the Society in banks, trust companies, or other depositories as the board of directors may approve or designate. All funds shall be withdrawn only upon checks signed by one or more officers or officers of the regions as the board shall determine.

9.4. Annual Report of Directors. The board shall present a report to the members annually, verified by the president and treasurer or by a majority of the directors, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

(4) The expenses or disbursements of the Society, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

(5) The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number of members of the Society as of the date of the report, and a statement of the place where the names and addresses of the current members may be found.

(6) The annual report of the board shall be filed with the minutes of the meetings of members.

9.5 Policies of the Board. The board of directors may adopt policies which cover in detail those items related to, but not specifically contained in these bylaws.

All policies shall be in conformance to, and not in contravention of, the bylaws of the American Conifer Society and the Statutes of the Internal Revenue Service of the United States, the Commonwealth of Pennsylvania and the State of Maryland governing the conduct of not-for-profit corporations.

9.6. Amendment of By-Laws. These by-laws may be amended or repealed, or new bylaws may be adopted by the vote of the members present who are entitled to cast ballots at any duly organized annual or special meeting of members.

9.6.1. Any proposed amendment, repeal or new bylaws, shall be set forth in the notice of any meeting, whether annual, regular or special.

9.6.2 Amendments that are purely corrective in content may be passed by the Board of Directors with a two—thirds majority vote.

9.7. All matters of procedure during meetings of the board and meetings of the members shall be governed by *Robert's Rules of Order Newly Revised*.

9.8. Dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Board of Directors shall determine.

Any 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 the Court shall determine, which are organized and operated exclusively for such purposes.