

BYLAWS OF BLUEBIRD SOCIETY OF PENNSYLVANIA, INC.

ARTICLE I. NAME AND OFFICES

- 1.01. The name of the corporation is "Bluebird Society of Pennsylvania, Inc." (hereinafter "BSP"). It was incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on May 15, 1998.
- 1.02. The registered office of BSP shall be at 123 State Street, Harrisburg, Pennsylvania 17101 until otherwise designated by the Board of Directors.
- 1.03. The mailing address of BSP shall be P.O. Box 756, Mechanicsburg, Pennsylvania 17055-0756 until otherwise designated by the Board of Directors.

ARTICLE II. PURPOSES

- 2.01. The purposes of the BSP shall include the following:
 - A. To take all action deemed by BSP to be beneficial to the protection, enjoyment and propagation of the Eastern Bluebird in Pennsylvania and elsewhere.
 - B. To provide and promote educational activities relating to bluebirds, birding, conservation, and related subjects.
 - C. To monitor and conduct research relating to bluebirds, bluebird food, bluebird houses and bluebird trails.
 - D. To encourage members and the general public to build, maintain and monitor bluebird houses and trails.
 - E. To provide opportunities for persons interested in bluebirds to become involved in efforts to assist bluebirds.
 - F. To provide social opportunities for members to share information and experiences relating to bluebirds, birding, conservation and related topics.
 - G. To promote cooperation and participation in joint activities with other birding and/or conservation-related organizations.
 - H. To do any other lawful activities consistent with the aforesaid purposes.
- 2.02. BSP's purposes are limited to those charitable functions that come within the meaning of Section 501 (c)(3) of the Internal Revenue Code, and no substantial part

of BSP's activities shall constitute the carrying on of propaganda or attempting to influence legislation or campaigns for elective office.

ARTICLE III. NON-PROFIT COMPLIANCE

- 3.01. All income and earnings of the BSP shall be used exclusively for charitable purposes, and no part shall inure to the benefit of any Member, Director, Officer, or to the benefit of any private person.
- 3.02. No Director, Officer, Member, Committee Chairperson or Committee Member shall receive compensation for any service rendered to the BSP. However, any such person may be reimbursed for actual expenses incurred in the performance of their duties, and nothing in this provision shall prevent the BSP from contracting in writing with such person for the provisions of goods or services at a fair value, provided such person and all direct relatives abstain from any vote relating to such a contract for such goods or services.
- 3.03. In the event of dissolution of BSP, the Board of Directors shall, after paying or making provision for the payment of all corporate liabilities and for the disposition of any property committed to charitable purposes as required by Court Order, transfer and convey the remaining assets to such charitable organization or organizations as the Board of Directors shall determine to be similar to BSP's character and purpose and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Law).

ARTICLE IV. MEMBERSHIP

- 4.01. The Members of the Corporation are those persons having membership rights in accordance with the provisions of these By-Laws.
- 4.02. There shall be the following types of membership:
 - A. Active Membership shall be open to those persons or business entities (corporations, limited liability companies, or partnerships) meeting the financial support and/or service requirements as may be set by the Board of Directors (hereinafter "Directors") from time to time.
 - B. Honorary Membership shall be those persons or business entities (corporations, limited liability companies, or partnerships) who, by virtue of their present or past contributions in furthering the cause and purpose of the BSP, are granted Honorary Membership status by decision of the Board. Honorary members shall not have voting rights unless such rights are specifically approved by the Board.

- 4.03. The Directors may designate such additional membership categories and set annual dues for the various types of membership as they deem appropriate. Those who have provided substantial past financial support or services to BSP may be exempted from membership dues by decision of the Board.
- 4.04. Each Active Member in good standing eighteen (18) years of age or older and each business shall be entitled to one vote in matters submitted to the vote of the Active Membership.
- 4.05. Voting by Active Members shall be in person, by U.S. mail, or by such other means and under such rules and procedures as the Directors may from time to time establish.
- 4.06. The Directors may refuse to accept as a Member, or may terminate the membership status of, a Member who fails to pay the annual dues or meet the service requirements as may be set by the Directors. The Directors may also refuse to accept or may terminate a Member with or without cause, whenever, in its judgment the best interests of BSP will be served thereby.
- 4.07. Membership in BSP is nontransferable and nonassignable.

ARTICLE V. MEETINGS OF MEMBERS

- 5.01. There shall be an annual meeting of the Members at which time the newly elected Directors are announced and such business is transacted as deemed necessary by the Board of Directors. The dates of the meetings shall be determined by the Board of Directors with at least thirty (30) days notice to the Active Members by posting the date and place of the meeting on BSP's website, publishing the date and place in the newsletter, and/or by written or printed notice to the Members in such a manner as otherwise established from time to time by the Board.
- 5.02. Special Meetings of the Members may be called by the President, or upon request of a majority of the Directors, to transact any business which may be conducted by the Members. Written or printed notice stating the place, day, time and purpose of any special meeting of the Members will be provided to each Member not less than fourteen (14) days before the date of the meeting by posting the same on BSP's website, by publishing it in BSP's newsletter, and/or by written or printed notice in such a fashion as otherwise established from time to time by the Board of Directors.
- 5.03. Active Members shall have voting privileges to vote on such matters as the election of Directors, amendments of Bylaws, approval of an annual budget, and other matters expressly delegated to the Members by law or these Bylaws.
- 5.04. The presence or participation in a meeting or a vote by twenty-five (25) Members shall constitute a quorum. The Members may continue to transact business,

notwithstanding the departure or withdrawal of enough Members to leave less than a quorum.

- 5.05. The act of a majority of the Active Members voting in a matter in which a quorum exists will be the act of the Active Members unless a greater number is required by law or these Bylaws. Each Active Member shall be entitled to one vote for each issue on which a vote is taken.
- 5.06. Active Members may, and are encouraged to attend the Board of Directors Meetings, which shall be open, unless a majority of the quorum of the Board shall request a closed executive session. The Board shall provide reasonable time in their agenda for Active Members to speak on matters or issues that concern them. Active Members shall not have voting rights at meetings of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

- 6.01. The Board of Directors ("Directors") is that group of persons responsible for the oversight and management of the BSP.
- 6.02. The Directors shall have the power to:
 - A. Exercise for the BSP all lawful powers, duties, and authority vested in or delegated to BSP and not reserved to the Active Membership by law or other provision of these Bylaws;
 - B. Approve programs and activities for the BSP;
 - C. Adopt and publish rules and regulations consist with these Bylaws;
 - D. Enter into contracts or other agreements for the benefit of the BSP.
 - E. Authorize the expenditures of funds or the incurring of debt which furthers the purpose of BSP as set forth in these Bylaws.
 - F. Create, empower and terminate such standing or special Committees as it deems necessary to promote the purposes of BSP. Chairpersons and Members of Committees may be, but need not be, Directors of BSP.
- 6.03. It shall be the duty of the Directors to:
 - A. Cause to be kept minutes of its meetings recording significant corporate acts including any authorization to enter into contracts or expend BSP funds;
 - B. Supervise all Officers, Committees, employees, agents and contractors of the BSP and to ratify or rescind any action of such individuals or entities as

may be appropriate for the benefit of the BSP;

- C. Oversee the financial matters of the BSP, present an annual budget for approval by the Members, and cause an annual review of the financial records to be made by a Certified Public Accountant or person familiar with accounting practices; and
- D. Present to the Active Members an annual financial report.
- E. Present to the Active Members an annual report listing the numbers and types of Members of BSP.

- 6.04. The Board of Directors shall consist of no less than five (5) and no more than eleven (11) persons as may be determined from time to time by resolution of the Board of Directors.
- 6.05. A Director must be at least eighteen (18) years of age and must be an Active Member of BSP both when elected and throughout the Director's term.
- 6.06. Each Director shall hold office for a two (2) year term and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal. The terms of the Directors shall be staggered such that no more than one-half ($\frac{1}{2}$) plus one (1) of the number of Directors shall be elected in any year.
- 6.07. Directors shall be elected by the Active Members by written ballot sent by US Mail, from a list of candidates who have been nominated and have indicated a willingness to serve as a Director. A person can be nominated to serve as Director by any Active Member eligible to vote or by self-nomination by an Active Member. The Board of Directors may establish a cutoff date to close nominations and for the return of ballots prior to the annual meeting so that the ballots may be counted and the newly elected Directors may be announced at the annual meeting.
- 6.08. The Board of Directors may fill any vacancy in the Board by a majority vote of the Directors at a duly convened regular or special Board Meeting for the remainder of the unexpired term of the vacancy.
- 6.09. A Director may be removed by the Board of Directors with or without cause by a unanimous vote of the other Directors present at a regular or special meeting called for that specific purpose in the event that the Director is not performing the duties of his or her position, or it is determined that it is in the best interests of BSP to do so.

ARTICLE VII. MEETINGS OF BOARD OF DIRECTORS

- 7.01. The Board of Directors shall hold regular meetings not less than four (4) times per calendar year. The schedule of the regular meetings of the Directors will be posted on BSP's website, published in BSP's newsletters, and/or otherwise provided to the Directors and Members in such a fashion as the Board of Directors may establish.
- 7.02. A special meeting of the Board of Directors may be called by either: (a) the President or (b) a majority of the Directors.
- 7.03. Written or printed notice stating the place, day, time, and purpose of any special meeting of the Board of Directors will be delivered to each Director not less than fourteen (14) days before the date of the meeting, either personally or by first class mail, or by fax or email if the Director authorizes the receipt of notice in such fashion. If mailed, faxed or emailed, the notice will be deemed to be delivered when deposited in the mail, or faxed or emailed to the Director's address, fax number, or email as the case may be, as it appears on the records of the Corporation.
- 7.04. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the purpose of objecting to the meeting not being lawfully called or convened.
- 7.05. A Director may participate in a meeting in person or by means of a telephone or video conference or similar communications equipment as the Directors may from time to time authorize. Participation by such means shall constitute presence in person at a meeting.
- 7.06. Each Director shall have one vote for each issue on which a vote is taken.
- 7.07. A majority of the then existing number of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the law or by these Bylaws. The Directors may continue to transact business, notwithstanding the departure or withdrawal of enough Directors to leave less than a quorum.
- 7.08. Any action that otherwise may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the Directors in office, and filed with the Secretary of the Corporation.

ARTICLE VIII. OFFICERS

- 8.01. The Officers of this Corporation will consist of the following: President, Vice-President, Secretary, Treasurer and such other Officers as the Board of Directors may designate from time to time.

- 8.02. The Officers will be elected annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified.
- 8.03. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously except that the Office of President must be held by separate individual.
- 8.04. Officers must be eighteen (18) years of age or older and Active Members of the Board of Directors both when elected and while in office.
- 8.05. All powers and duties of Officers are subject to the control of the Board of Directors. The general duties of the Officers, in the absence of Board decision otherwise, are as follows:
- A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of BSP. He will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. The President will preside over all meetings of the Directors and the Membership, and see that orders and resolutions of the Board of Directors are carried out.
 - B. Vice President: The Vice President shall assist the President with the above duties when required and shall perform such other duties as required by the Board of Directors and/or shall act in place of the President when the President is absent or is otherwise unable to act.
 - C. Secretary: The Secretary shall keep the minutes of all meetings and proceedings of the Board of Directors and of the Members, be the custodian of the corporate records, give all notices as required by law or these Bylaws, process email and other correspondence, and perform such other duties incident to the Office of Secretary and any other duties as required by the Board of Directors.
 - D. Treasurer: The Treasurer will have charge and custody of all funds of BSP, and will deposit the funds and make such disbursements as required by the Board of Directors, keep and maintain adequate and correct accounts of BSP's accounts and business transactions, and render such reports and accountings as the Board of Directors may require. The Treasurer shall also prepare an annual budget and statement of income and expenditures to be presented to the Members.
- 8.06. Any Officer may be removed by the Board of Directors with or without cause by an unanimous vote of the Board of Directors at a regular or special meeting called for that specific purpose in the event that the Officer is not performing the duties of his or her position, or it is determined that it is in the best interests of BSP to do so.

8.07. The Board of Directors may fill any vacancy in an Office by a majority vote of those present at a duly convened regular or special Board Meeting for the remainder of the unexpired term of the vacancy.

ARTICLE IX. INDEMNIFICATION

9.01. The BSP may indemnify and hold harmless its Officers and Directors against all liabilities and expenses from liability for acts undertaken on behalf of BSP in good faith to the maximum extent permitted by law, including the tender of a defense of any claims against them. Such indemnification shall be made as authorized in a specific case upon a determination that indemnification of the Officer or Director is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the applicable Corporation Law of the Commonwealth of Pennsylvania. The BSP may maintain Director's and Officer's liability insurance as the Board of Directors may deem appropriate and finances permit.

ARTICLE X. NONDISCRIMINATION

10.01. The BSP does not discriminate on the basis of gender, race, religion, national origin, sexual orientation, age, or disability in any manner.

ARTICLE XI. DURATION

11.01. The period of duration of BSP is perpetual.

ARTICLE XII. FISCAL YEAR

12.01. The fiscal year of BSP shall be the calendar year.

ARTICLE XIII. AMENDMENTS TO BYLAWS

13.01. Any of these Bylaws may be amended, rescinded, repealed, or altered, or additional Bylaws may be adopted by affirmative vote of a majority of the Active Members of the Corporation present at any annual meeting or at any special meeting called for this purpose. The Board of Directors may also establish a procedure by which Active Members may vote on the proposed amendment by mail or in another manner in lieu of attendance at the annual or special meeting.

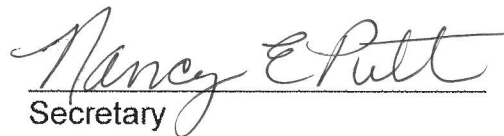
13.02. Amendments to the Bylaws may be proposed by a majority the Board of Directors or by written petition signed by ten (10%) percent of the Active Members of the Corporation.

13.03. The text of the proposed amendments to the Bylaws will be published on BSP's website and in its newsletter at least thirty (30) days prior to the date on which they are to be considered for adoption. Written or printed notice of the proposed amendments may also be provided to the Members in any other manner specified from time to time by the Board of Directors.

ARTICLE XIV. ADOPTION OF BYLAWS

14.01. These Bylaws were passed and approved by the Members of the Bluebird Society of Pennsylvania, Inc., by U.S. Mail Vote on August 31, 2010

14.02. Witness my hand and the seal of the Corporation this 1st day of September, 2010


Secretary

[Corporate Seal]

HISTORY OF THE BYLAWS OF BLUEBIRD SOCIETY OF PENNSYLVANIA, INC.

Original Bylaws

The organization meeting for Bluebird Society of Pennsylvania, Inc. (BSP), a Pennsylvania Nonprofit Corporation, was held on June 6, 1998 at 9:30 A.M. at the Law Offices of Greason & Barbin, P.C. at 123 State Street, Harrisburg, Pennsylvania 17101. This meeting was presided over by Andrew W. Barbin, as agent for the Incorporator, Diane Barbin. It was announced that BSP came into existence on May 15, 1998 upon the filing of Articles of Incorporation for a Nonprofit Corporation with the Corporation Bureau of the Pennsylvania Department of State. The Incorporator appointed the following persons who accepted appointment as the initial Board of Directors: Diane Barbin, Kathy Clark, Bob Early, Jim Lenker, Jane Pietsch, Cynthia Self, Joanne Slavinski, and Joan Watroba. One (1) vacancy remained to be filled for the Board. A motion was made by Jane Pietsch, and seconded by Jim Lenker, to adopt the original proposed Bylaws. The motion passed unanimously and the original Bylaws were enacted.

First Revision

The Bylaws of BSP were revised by the Active Members at the Annual Membership Meeting held at McKeever Learning Center on March 24, 2001 upon the submission of the Board of Directors. Kathy Clark, Joanne Slavinski, Joan Watroba, Pat Kessler, Tom Lehman, Jim Lenker, Walter Carpenter, Nancy Putt. There was one (1) vacancy on the Board.

Second Revision

The Bylaws were again revised by the Active Members by casting their vote by US Mail on August 31, 2010 upon submission of the proposed amendment by the Board of Directors consisting of Harry Schmeider, Barbara Cox, Nancy Putt, Joyce Stuff, Linda Frye, Lisa Wheeler, Shirley Halk, Dan Thomas, Jan Kappenhagen, Philip Durgin and Andrea Wyman.