

**BY-LAWS OF
THE WESTERN PENNSYLVANIA COALITION FOR
ABANDONED MINE RECLAMATION**

PREAMBLE

Our purpose is to encourage and implement activities involving the reclamation of abandoned mine lands and degraded waters of Western Pennsylvania. This includes reducing hazards to health and safety; eliminating soil erosion; improving water quality; returning abandoned mine land to productive use; and improving the local economy of the region while enhancing the quality of life. The Coalition will work in alliance with any individual, or organization public or private, with similar goals.

ARTICLE I – GENERAL

Section 1 – Official Name

The name of the organization shall be the Western Pennsylvania Coalition for Abandoned Mine Reclamation, hereinafter referred to as WPCAMR or the “Coalition”.

Section 2 – Organization

The organization is an independent, non-partisan, non-profit corporation serving the bituminous coalfield counties of Western Pennsylvania. It shall be a membership organization, governed by a Board of Directors.

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 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 reuse of abandoned mine lands and remediation of waters affected by past mining practices in western 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 Lands;
- (b) To encourage partnerships among the various governmental agencies (Federal, State, County, and Local), the industry, and the various conservation, environmental, and watershed associations throughout western Pennsylvania;
- (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 in mine reclamation and mine drainage issues;
- (h) To develop incentives, initiatives, and methods to better facilitate the remediation of abandoned mine land and mine drainage problems;
- (i) To promote stabilization of reclaimed and unreclaimed mine lands and to promote the accelerated removal and/or stabilization of coal waste piles;
- (j) To encourage the reuse of abandoned mine lands;
- (k) To support the agencies, programs, industries, and associations with similar goals related to mine reclamation;
- (l) To serve as an advocate for innovative, environmentally-sound mine reclamation and AMD remediation techniques;

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

(n) To provide assistance in developing comprehensive abandoned mine reclamation plans

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 reclamation.

ARTICLE 3 – MEMBERSHIP

Section 1 General Members

General membership in the Coalition is open to all individuals, conservation and watershed associations, governmental agencies, educational institutions, businesses and industries. The general members shall serve in an advisory capacity to the Board of Directors 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 memberships.

(b) The voting members shall be the Board of Directors of the Coalition. The number of voting members shall be comprised of one representative nominated by each member Conservation District in the WPCAMR service region. Each member Conservation District shall select an alternate to serve in absence of its voting member. The directors shall be natural persons of full age and be residents of Pennsylvania. Any person may become a voting member of the Coalition upon nomination by the member Conservation District and payment of the annual membership fee and upon majority vote of a quorum of the Board of Directors.

Section 3 Coalition membership lists shall not be disclosed to non-members without the approval of the Directors. 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 Directors shall be responsible for the election of voting members of the Coalition. A voting member may be elected by a quorum of the membership of the Board of Directors at the Annual Meeting or to fill a vacancy created by the resignation of a Director by special election at the discretion of the Board.

Section 2 Removal of Voting Members

Any elected Officer or Director may, after due and proper hearing before the Board of Directors, be removed from office due to inability to service, malfeasance, unwillingness to serve, or conduct unbecoming a member.

ARTICLE 5 – TERMS OF OFFICE

Section 1 – Directors

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

Section 2 – Officers

The term of all elected officers shall be three (3) years. Elections shall be held at the Annual membership meeting with officials assuming office at that meeting.

ARTICLE 6 – OFFICERS

Section 1 The officers of the Coalition shall be President, Vice President, Secretary, Treasurer. They shall be active members in good standing with the Coalition. They shall be nominated by the Board of Directors and elected by simple majority vote of the Board of Directors present at the Annual Meeting.

Section 2 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 Directors. 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 Directors.

(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 Directors. 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.

(e) The Secretary: shall keep minutes of the meetings and have oversight responsibility for the archives and history of the Coalition, including minutes of all past Board and Executive Committee meetings, and the keeping of the Corporate Seal.

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 Coalition 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 Coalition.

Section 4 - Vacancy in Office

- (a) If the office of President becomes vacant due to illness, resignation or other situations that would prevent the President from fulfilling his duties, the Vice President shall serve as Interim President and assume, for the remainder of the President's term of office, or until the President is able to resume his duties, the titles and duties of the President.
- (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. 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 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 Directors shall meet at least quarterly. Special meetings may be convened by the president or at the request of one-third of the Board of Directors. Minutes of all meetings of the Directors 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 Director and the Director has agreed to such electronic transmission) notice of each meeting of the Board Meeting shall be given to the Board of Directors 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 Directors, 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 Membership Meeting

The Annual Membership Meeting of the Coalition shall take place during the first quarter of the Fiscal Year under direction of the President, at such time and in such place as the Board of Directors shall designate.

Section 5 – Quorum

A simple majority of the Board of Directors present at the meeting shall constitute a quorum for meetings of the Board of Directors.

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 Directors voting thereon. Each Director or their appointed alternate shall be entitled to only one vote. Proxy voting shall not be allowed in the conduct of internal business of the Coalition.

ARTICLE 8 – BOARD OF DIRECTORS

Section 1 – Authority to Act

The Board of Directors 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 Directors, whether original or successor, for their term in office, shall have full authority to act even though one or more vacancies may exist. A Director may, by appropriate written instrument, delegate all or any part of his or her powers to others of the Directors for such periods and subject to such conditions as such delegating Director may determine.

The Directors' 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 Director shall stand in fiduciary relation to the Coalition and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interest of the Coalition 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 Director 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 Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountant, or other persons as to matters, which the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board, upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

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

Section 3 – Personal Liability

- (a) None of the Directors 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 Directors or any predecessor or of a custodian, agent, depository or counsel selected with reasonable care.
- (b) No Director shall be personally liable, as such, for monetary damages for any action taken, or failure to take action, unless (i) the Director 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 Director, pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.
- (c) Any repeal or modification of this Section 3 by the Directors shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director, 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 Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Section 4 – Assent or Dissent to Actions

A Director who is present at a meeting of the Board of Directors, or at a meeting 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 Director 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 Director who voted in favor of the action. Nothing in this dissension shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

Section 5 - Indemnification

(a) The Board of Directors shall indemnify any Director who was, or is, a party or may become a party to any threatened, pending or completed action, suit or other proceeding, if such person is (i) a Director, or (ii) was serving in the capacity of Directors at the request of the Board of Directors. 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 Directors to constitute self-dealing, willful misconduct, or recklessness, or (b) applicable laws expressly prohibit such indemnification.

(b) A Director entitled to indemnification under this Section 3, shall submit to the Secretary of the Board of Directors 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 Directors and directed to do so, a Director who initiates legal action shall not be indemnified by the Board of Directors.

(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 Directors shall have the power to purchase, satisfy and maintain, at the expense of the Coalition, insurance on behalf of the Coalition and the Directors, 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 Director under these by-laws may, by written instrument, signed and acknowledged, resign from office. Any succeeding or additional Director 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 Director or Directors 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 by the Board of Directors and shall be based on membership classification established under these bylaws and any additional classifications created by the Directors.

Section 2 – Receipt of Grants and Property

The Directors 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 Directors 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 Directors to be administered under these bylaws shall be held in trust by the Coalition, and the Directors 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 Directors shall from time to time select and determine; and the Directors 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 Directors shall from time to time select and determine without making use of any charitable organization. The Directors 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 Directors 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 Directors 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 Director who has made a contribution to this trust ever receive any compensation thereafter.

Section 4 – Discretionary Powers of Directors

In extension and not in limitation of the common law and statutory powers of Directors and other powers granted in these by-laws, the Directors 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 Director 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 Directors 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 mortgages 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 Directors, or otherwise, and in this connection to delegate authority to such committee, depository, or Directors 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 Directors.

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 Directors, and acknowledged by any of the Directors, provided that no amendment shall authorize the Directors 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 Directors' 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 Directors.

These bylaws may be amended by a majority vote of the Directors at a regularly scheduled meeting of the Board of Directors 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 Directors of the Coalition.

ARTICLE 11 – DISSOLUTION

The organization shall continue forever unless the Directors terminate it and distribute all of the principal and income, which action may be taken by the Directors 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 Directors

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 Directors; 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 Directors 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 Directors shall determine, consistent with the provisions of this article.

These bylaws of the Western Pennsylvania Coalition for Abandoned Mine Reclamation were adopted on August 17, 2000.

Signatures upon acceptance of amendments:

President

Vice-President

Secretary

Treasurer

AMENDMENT TO BYLAWS
February 14, 2002

ARTICE 6 - OFFICERS

Section 5 – Executive Committee

Responsibility. The Executive Committee shall manage the day to day business of the Corporation between meetings of the Board and recommend policy matters for the Board of Directors to consider. It may execute all powers of the Board of Directors of a routine, usual, or emergency nature except for the appropriation of funds. The Executive Committee shall be convened by the President upon his direction or upon request of any three (3) of its members. Three of the Executive Committee members shall constitute a quorum.

Composition. The Officers of the Corporation and the immediate past- president shall constitute the Executive Committee.