West Pikeland Land Trust

Preserving Open Space • Protecting Land • Promoting Conservation

January 29, 2015

The Board of Supervisors
West Pikeland Township
1645 Art School Rd.
Chester Springs, PA 19425
Attn: Ernie Holling, Chairman

Re: The West Pikeland Land Trust, Amendment to the Bylaws

TO THE BOARD:

At its monthly meeting on January 26, 2015, the Board of Directors of the West Pikeland Land Trust unanimously approved an amendment to its bylaws increasing the number of consecutive three-year terms a board member can serve from 2 to 3. This amendment is attached for your review and approval. Its purpose is to secure the standing of several board members that for various reasons, including a limited supply of community volunteers willing to serve on the land trust board, have been serving extended terms to keep the board functioning. Recognizing the bylaws of the West Pikeland Land Trust were created over 15 years ago, we will continue to review the bylaws during the coming year and make additional amendments as needed to better reflect current operational needs and ensure the integrity and consistent service of the board into the future.

Also attached is a list of board members designated as "appointed" by the Board of Supervisors as required by the bylaws. There are currently 6 appointees representing 2/3 of the 9 total Directors. This list is presented for your approval. The West Pikeland Land Trust is actively pursuing new volunteers for its board and as the size of the board increases, we will adopt a resolution recognizing a new functional size of the board (up to a maximum of 13 according to the bylaws) and present additional appointees for approval in the future consistent with the 2/3 requirement.

Thank you for your attention to this matter. Please feel free to contact me if you have any questions.

Sincerely,

Michael W. Groman
President Elect

P.O. Box 582, Chester Springs, PA 19425 • 610-879-3734 • info@wplandtrust.org • www.wplandtrust.org

Photograph Courtesy of Pine Creek Imaging © William L. Richmond Jr.

SECOND AMENDMENT TO THE BYLAWS OF THE WEST PIKELAND LAND TRUST

WHEREAS, the Bylaws for the West Pikeland Land Trust presently provide that Directors shall not serve more than two consecutive three-year terms on the Board; and

WHEREAS, the Board presently believes it to be in the best interest of the West Pikeland Land Trust to extend the maximum term of service of its Board of Directors;

NOW, THEREFORE, pursuant to the authority set forth in Article XII, Section 1 of the Bylaws, the Board of Directors, by vote of not less than 75% of its members occurring at a regular meeting of the Land Trust, does hereby resolve that:

1. Article III, Section 2 of the Bylaws, is hereby amended to provide, in relevant part as follows:

   "Section 2. Number and Classification of Directors. ...Directors shall not serve more than three consecutive three year terms on the Board...."

2. All other terms of the Bylaws will remain unamended and in full force and effect.
3. The President and Secretary are authorized to execute and attest to this Amendment below, confirming its due adoption by the Board of Directors.

IN WITNESS WHEREOF, this Second Amendment is executed and attested by the duly authorized officers of the West Pikeland Land Trust on this the 28th day of January, 2015.

WEST PIKELAND LAND TRUST

Attest: Teresa Wood
Teresa Wood, Secretary

By: Curt Grogan
Curt Grogan, President

APPROVED BY THE WEST PIKELAND BOARD OF SUPERVISORS ON THE ___ DAY OF _____, 2015.

_____ _____

_____ _____

_____

Land Trust By-Laws

ARTICLE I: OFFICES

Section 1. Registered Office. The location and post office address of the registered office of the Corporation in the Commonwealth of Pennsylvania shall be as specified in the Articles of Incorporation (hereinafter called the "Articles") or by the Board of Directors (hereinafter called the "Board").

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

ARTICLE II: NON-MEMBER CORPORATION

Section 1. No Members. The Corporation shall have no members entitled to vote on any matter. Any provision of the Nonprofit Corporation Law of 1988 or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the Corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent, or other action by the Board.

Section 2. Associates. Nothing in the Article II shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member.

ARTICLE III: DIRECTORS

Section 1. Powers. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the activities of the Corporation to any person or persons, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have the power to accept, transfer and encumber property and severable interests in property in accordance with the purposes of the corporation and subject to Article VII of these Bylaws. The Board shall have the authority to employ personnel or independent contractors as necessary to carry out the purposes of the corporation and to establish policies and procedures for the proper employment of such individuals.

Section 2. Number and Classification of Directors. The Board shall consist of not less than nine nor more than eleven directors, as shall be determined in accord

with the Articles of Incorporation and from time to time by resolution of the Board at any regular meeting. There shall be three classes of directors for the first term of membership on the Board: the first class shall have one-third of the authorized number of directors and hold office for a term of three years; the second class shall have one-third of the authorized number of directors and hold office for a term of two years; the third class shall have the remaining number of the authorized number of directors and hold office for a term of one year. Additionally, each director's position shall be designated as either "elected" or "appointed", in accordance with the proportion of board membership appointed by the West Pikeland Board of Supervisors as required by the Articles of Incorporation. At all subsequent annual Board meetings, successors to the directors whose terms are then expiring and are designated as "elected" shall be elected for a term of three years, whereas those designated as "appointed" shall be appointed by the West Pikeland Board of Supervisors for the same period. During the first year of operation, terms shall begin at the initial meeting of the Corporation regardless of date of election. Each director shall serve until a successor has been elected and qualified. Directors shall not serve more then two consecutive three year terms on the Board. If the number of authorized directors is increased by the Board, the term of office of the directors elected as a result of said increase shall be split sequentially beginning with the directors elected to a one year term then to a two year term and then to a three year term.

Section 3. Election. The initial Board of Directors will be entirely appointed by the West Pikeland Board of Supervisors. Subsequently, directors shall be elected or appointed annually in the manner as set forth in Section 2 of this Article III. At the meeting of the Board at which a new Board is to be elected, or at such prior meeting as the Board may designate for acceptance of nominations, each member of the Board present at such meeting shall be entitled to nominate candidates for directors up to the number of directors to be elected subject to any positions to be appointed by the Township Board of Supervisors as required by the Articles of Incorporation. At any annual meeting at which the directors are to be elected, a majority of the directors in office shall be necessary to constitute a quorum. Neither nominations nor voting shall be by ballot unless a motion requesting a ballot is made and approved by a majority of those present. The candidates receiving two thirds vote of those directors present at the meeting shall be elected. Announcement at any duly convened Board meeting that nominations for candidates, or election of directors, or both nominations and elections, shall be had at the next Board meeting shall constitute sufficient notice of such action, and further provided that if the time and place of the directors' meeting or meetings at which candidates are to be nominated and directors are to be elected is designated by standing resolution, no notice other than such resolution shall be required.

Section 4. Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in the case of the death, resignation, or removal of any director, or if the

authorized number of directors is increased. Any vacancy occurring in the Board shall be filled by election by a majority of the remaining directors, though less than a quorum, or by a sole remaining director; provided that if the vacancy represents a director appointed by the West Pikeland Township Board of Supervisors, then the replacement shall also be appointed by the West Pikeland Township Board of Supervisors. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Board or any officer thereof, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective; provided that if the resigning director was appointed by the West Pikeland Township Board of Supervisors, then the successor shall also be appointed by the West Pikeland Township Board of Supervisors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Any director may be removed, with cause, by the Board at any time. For purposes of the preceding sentence, "cause" shall include the failure of such director to attend at least one-half of all regular board meetings during any twelve month period as evidenced by the minutes of the Board prepared by the Secretary.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or outside the Commonwealth of Pennsylvania which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, election of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on the first Tuesday of the month of September in each year at 7:30 p.m., local time at the principal office.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President of the Corporation or any two directors. Special meetings of the Board shall be held upon four (4) days' notice by first class mail or by 48 hours' notice given personally or by telephone or similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice.

Section 9. Quorum. Except as otherwise provided in Section 3, Article III; Section

4, Article III; Section 11, Article III; Section 1, Article VII; Section 3, Article VIII; Section 1, Article XI, and Section 2, Article XI; at all meetings of the Board, one-half of the directors serving at any given time shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Each director shall be entitled to one vote. No director shall have the right to cumulate his or her votes for any purpose.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting are in simultaneous communication with one another.

Section 11. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board or the members of any committee of the Board may be taken without a meeting if all members of the Board or the committee of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 13. Compensation. Directors will serve as volunteers and, as such, shall receive no salary for serving in such capacity, but may receive such reasonable reimbursement for their expenses as the Board shall determine. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor subject, in all cases, to Article IX of these Bylaws.

Section 14. Chairman of the Board. The Chairman of the Board (hereinafter called the "Chairman") shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. If the Chairman is not present at a meeting, the Vice Chairman shall

preside over such meeting.

Section 15. Ex-Officio Directors. Any member of the West Pikeland Township Board of Supervisors who is not a then-current director of the Corporation shall (a) be provided with all notices and other documents made available to the directors and (b) be entitled to attend all meetings of the Board; all to the same extent as any director except that such individual shall have no right to vote and shall not be counted for purposes of determining any quorum.

ARTICLE IV: OFFICERS

Section 1. Officers. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be elected or appointed in accordance with the provisions of Section 4 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4 or Section 6 of this Article IV, shall be chosen at the annual meeting for terms of 1 year by the Board, shall serve at the pleasure of the Board and shall hold their respective offices until their resignation, removal or other disqualification from service or until their respective successors are elected. The officers may be members of the Board.

Section 3. Salaries. Officers of the corporation will serve as volunteers and, as such, shall receive no salary for serving in such capacity, but may receive such reasonable reimbursement for their expenses as the Board shall determine. Nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor subject, in all cases, to Article IX of these Bylaws.

Section 4. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 5. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be

conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7. President. The President shall be the general manager and chief executive officer of the Corporation and shall have, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of the Board when the Chairman and Vice Chairman are absent. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws or law to some other officer or agent of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice President. The Vice President shall perform all the duties of the President when the President is absent or disabled and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have any other powers and perform such other duties as from time to time may be prescribe by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other places as the Board may order a book of minutes of all meetings of the Board and its committees with the time and place of the meeting, whether regular or special (and, if special, how authorized), the notice thereof given, the names of those present at Board meetings and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the Commonwealth of Pennsylvania, the original or a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody and shall have such other powers and

perform such other duties as may be prescribed by the Board.

Section 10. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the president and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board may require.

Section 11. Limit on Authority. No officer shall have authority to incur indebtedness or expend funds of the Corporation in excess of $1,000 with respect to any transaction (or group of related transactions) unless expressly so authorized by the Board.

ARTICLE V: COMMITTEES

Section 1. Executive Committee. The Board may, by resolution adopted by a majority of directors in office, establish an Executive Committee whose membership shall consist of not less than three nor more than seven directors designated by the Board. The Executive Committee shall and may exercise, solely in an Emergency when the Board is not in session, all the powers of the Board in the management of the regular business and affairs of the corporation. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each meeting. For purposes of this Section, an "Emergency" shall mean circumstances where a quorum of the Board cannot practically be convened and inaction or delay would irreparably harm the Corporation or cause a material corporate opportunity to be lost.

Section 2. Committees. The Board may, by resolution adopted by a majority of directors in office, establish one or more committees, each committee to consist of one or more directors or other natural persons designated by the Board. Any such committee shall have and exercise the authority of the Board, to the extent provided by resolution of the board or in the Bylaws except that no such committee shall have any power or authority as to the following:

(1) The filling of vacancies in the Board;

(2) The adoption, amendment or repeal of the Bylaws;

(3) The amendment or repeal of any resolution of the Board;

(4) Action on matters committed by the Bylaws or resolution of the Board to another committee of the Board;

(5) The purchase, mortgage, leasing or disposal of real estate.

Any such committee may be designated by any name as the Board shall specify. The President shall be ex-officio a member, without vote, of all committees except the Nominating Committee.

Section 3. Nominating Committee. The President shall appoint a Nominating Committee to identify and nominate persons for officer and director positions as appropriate and to make recommendations to, and obtain the names of appointees from, the Township Board of Supervisors with respect to those director positions required to be appointed by the Board of Supervisors pursuant to the Articles of Incorporation.

Section 4. Terms. Members of committees shall serve for one year terms or for such terms as are set forth in the resolution establishing the committee. Vacancies in any committee shall be filled by the Board at its next regular meeting.

Section 5. Minutes and Reports. Minutes of the meetings of the committees shall be recorded and sent to the Board if required by resolution of the Board. Chairpersons of committees shall report regularly to the Board on the activities of their respective committees.

ARTICLE VI: FINANCE

Section 1. Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

Section 2. Financial Reports. The President and Treasurer shall present at the annual meeting of the board a report, verified by the President and Treasurer,

which report shall indicate in appropriate detail:

(a) The assets and liabilities, including restricted accounts and endowments, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

(b) The principal changes in assets and liabilities including restricted accounts and endowments, during the year immediately preceding the date of the report;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each restricted account and endowment held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each restricted account and endowment held by or for the Corporation.

Such report shall be filed with the minutes of the annual meeting of the Board.

ARTICLE VII: REAL PROPERTY

Section 1. Authorization for Transactions. The Corporation shall not purchase, receive, accept, acquire, sell, mortgage, lease, or otherwise dispose of its real property or interests therein unless authorized by the vote of two-thirds of the members in office of the Board; provided that any sale or other transfer of its real property or interests therein shall also require the approval of the West Pikeland Township Board of Supervisors .

ARTICLE VIII: LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Liability. A director, officer or employee of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance) as amended from time to time, or any successor provision, and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. The Corporation shall indemnify any officer or director (or employee or agent designated by majority vote of the Board to the extent provided in such vote) 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 (including action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer (or employee or agent) of the Corporation or is or was serving at the request of the Corporation as a director officer (or employee or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Officers and directors of any subsidiary of the Corporation shall be deemed to be persons acting as an officer or director of another corporation at the request of the Corporation. Indemnification pursuant to this Section 2 of Article VIII shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by the court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or director (or employee or agent) purportedly indemnified by this Section 2 of Article VIII in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 2 of Article VIII shall continue as to a person who has ceased to be a director or officer (or employee or agent) of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 3. Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon 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 Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 4. Expenses Incurred. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that she or he is entitled to be indemnified by the Corporation as authorized in this Section.

Section 5. Determination. The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made

(i) 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 (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6. Insurance. The Board may authorize, by a vote of a majority of the whole Board, the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer (or employee or agent) of the Corporation, or is or was serving at the request of the Corporation as a director or officer (or employee or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII. Furthermore, the Corporation may create a fund of any nature, which may, but need not be, under the control of a director, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 2 of this Article VIII.

ARTICLE IX: CONFLICTS OF INTEREST

Section 1. Policy. It is recognized that occasions may arise when a member of the Board or an officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Corporation and of its Board that:
(a) Any material facts as to such financial interest shall be disclosed by such director or officer to the members of the Board or committee.

(b) The director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such director or officer abstained from voting.

(c) No contract or transaction in which a director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Board pursuant to Section 5728 of the Nonprofit Corporation Law of 1988.

ARTICLE X: GENERAL PROVISIONS

Section 1. Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is

intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Nonprofit Corporation Law of 1988.

Section 2. Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year and end on December 31.

Section 4. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate. Unless otherwise expressly authorized by the Board, all Corporation accounts shall require two authorized signatures for any check, transfer or withdrawal in excess of $500.

Section 5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988 or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section 6. Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefits or use of its directors or officers or other private persons except that the Corporation shall be authorized to pay reimbursement to its directors or officers for expenses incurred in the furtherance of the general purposes of the Corporation, pay compensation in reasonable amount to employees or independent contractors for services rendered, and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the Corporation, the assets of the Corporation shall not be distributed to its directors or officers or other private persons. In the event of such dissolution, the Board shall, after paying or making provision for the payment of all corporate liabilities and after provision is made 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 shall determine to be most similar to the Corporation's character, purposes and method of operation.

ARTICLE XI: MISSION STATEMENT

To provide an organization that can serve the needs of West Pikeland Township

("Township") in the preservation, conservation and stewardship of open space including important agriculturally productive lands and natural areas. To assist the Township Supervisors and Planning Commission in decisions regarding open space planning and acquisition. To provide assistance to landowners in the Township who wish to pursue conservation objectives in their long and short term plans for their properties. To establish an Endowment Fund to provide operating revenue for stewardship and planning activities. To serve as a liaison with conservation and historic preservation organizations and promote the services that they can offer, such as the Natural Lands Trust, Brandywine Conservancy, the Brandywine Valley Association and the French and Pickering Creek Trust. To purchase development rights and to accept lands and conservation easements from donors, including developers, that are required to be set aside by subdivision regulation and establish management procedures with Homeowners Associations. To work with the Township staff in efforts to better manage and improve existing open space areas and trails.

The Board may resolve to adopt a more concise mission statement for promotional brochures and other uses so long as it is not inconsistent with the mission statement set forth above.

ARTICLE XII: AMENDMENTS

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed only pursuant to (a) a vote of seventy-five percent (75%) of the entire Board at any regular or special meeting duly convened after notice to the directors of the purpose and (b) approval by the West Pikeland Township Board of Supervisors.

Section 2. Amendment of Articles of Incorporation. The Articles may be altered, amended or repealed only pursuant to (a) a vote of seventy-five percent (75%) of the entire Board present at any regular or special meeting duly convened after notice to the directors of the purpose and (b) approval by the West Pikeland Township Board of Supervisors.

WEST PIKELAND LAND TRUST
CERTIFICATE

I, _____, being the President of the West Pikeland Land Trust, a Pennsylvania nonprofit corporation, hereby certifies that the attached is a complete and accurate copy of the Bylaws of the West Pikeland Land Trust as in

effect on this date.

_____

Dated this___ Day of___ 2000

Land Trust: Articles of Incorporation

In compliance with the requirements of 15 Pa.C.S. §5306 (relating to articles of incorporation) the undersigned, desiring to incorporate a nonprofit corporation, hereby states that:

1. The name of the corporation is: **West Pikeland Land Trust**

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:c/o Frock & Shields, L.L.P., 115 E. Chestnut Street, West Chester, PA 19380

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania for the following purpose or purposes:

a. The corporation is formed exclusively for charitable, educational and scientific purposes, as defined and limited by Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law) to act as a supporting organization for the benefit of West Pikeland Township within the meaning of Section 509 (a)(3) of the Internal Revenue Code and to operate exclusively to benefit the Township and the public, and particularly, but not limited to, the following purposes:

(i) to protect the environment of West Pikeland Township and surrounding areas by preserving the natural, agricultural, and historic resources including farmland, wetlands, forests, historic buildings, scenic open spaces, and the natural ecosystems that encompass the area for the benefit of present and future generations;

(ii) to preserve open space for the scenic enjoyment of the general public or pursuant to a clearly delineated governmental conservation policy that will yield a significant benefit;

(iii) to preserve historically important land areas, which may also include historically important buildings;

iv) to acquire by gift, purchase or otherwise real or personal property of all kinds, without limitation as to amount or value, and the rights to property, including conservation easements, and to use such property and rights in such a manner as the governing board of the corporation deems appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein;

(v) to educate the general public regarding the conservation and protection of natural and historical resources and open space;

(vi) to engage in other activities directly or indirectly related to, or which may

assist in the accomplishment of, such purposes; and

(vii) subject to the limitations set forth in paragraphs b., c., d., and e. of this Article 3, do all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania.

b. Whereas the Pennsylvania Legislature and the Pennsylvania Supreme Court have recognized that the preservation of agricultural lands is a public purpose, the corporation will actively interact with public agencies, including the Township of West Pikeland and the County of Chester, in its efforts to preserve agricultural and environmentally sensitive lands. Such involvement may include cooperative participation in acquiring lands, transferring of lands or interests in lands to public agencies, accepting transfer of lands or interests in lands from public agencies, and accepting funds from public agencies and quasi-public agencies.

c. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation set forth in paragraph a. of the Article 3.

d. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

e. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on

(i) by a corporation exempt from Federal income tax under Section 501 (a) of the Code as an organization described in Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or

(ii) by a corporation, contributions to which are deductible under Section 170 (a) of the Code as an organization described in Section 170 (c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

f. Upon the dissolution of the corporation the governing board of the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all 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 scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the governing board of the corporation shall determine; provided, however, that the governing board shall, to the extent permitted by law, give preference in the disposition of such assets to an organization which has a purpose similar to that set forth in Paragraph a. above so long as such organization is organized and operated exclusively for such purposes and so qualifies as such an exempt organization. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine which are organized and operated exclusively for such purpose.

g. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(i) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.

(ii) It shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code

(iii) It shall not retain excess business holdings as defined in Section 4943 (c) of the Code.

(iv) It shall not make any investments as would subject it to tax under Section 4944 of the Code.

(v) It shall not make any taxable expenditure as defined in Section 4945 (d) of the Code.

4. The corporation is to exist for a perpetual term.

5. The corporation is organized upon a non-stock basis.

6. The voting members of the corporation shall be the members of the Board of Directors and shall be residents or landowners of West Pikeland Township. Two-

thirds of the Directors shall be appointed by the West Pikeland Township Board of Supervisors.

7. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

8. The name and post office address of the incorporator is: Michael Craven,1548 Horseshoe Trail, Chester Springs, PA 19425

9. The incorporator shall adopt the Bylaws on behalf of the corporation.

10. These Articles may by amended only pursuant to both (A) a seventy-five percent (75%) approval of the entire Board of Directors only upon ninety (90) days written notice of the exact change/modification to include a summary of the purpose of the change/modification and (B) approval by the West Pikeland Township Board of Supervisors.

11. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law. It is intended that the Corporation be an organization the Directors and Officers of which are immune from civil liability to the extent provided under the laws of the Commonwealth of Pennsylvania.

12. All conditions, qualifications, requirements, privileges and regulations regarding the governing board of the corporation shall be fixed and governed by the Bylaws of the corporation which may be altered, amended or rescinded by the Board of Directors.

IN TESTIMONY WHEREOF, the incorporators have signed these Articles of Incorporation this _____ day of _____, 2000.