

BYLAWS OF NORTH POCONO C.A.R.E.

Article I Offices

Section 1. Principal Office. The principal office of the corporation is located in Lackawanna County, Commonwealth of Pennsylvania.

Section 2. Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for charitable, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes. The specific objectives and purposes of this corporation shall be to preserve the environment and promote the preservation, protection and restoration of the environment in the Poconos. In order to further these purposes the corporation shall conduct educational and scientific activities to create public awareness of the environment and environmental issues, engage in programs and projects that protect and restore environmental quality and work with others in order to further these objectives.

Section 3. Further Purposes/Restrictions. The corporation shall not engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code. The corporation shall conduct its activities in a manner consistent with the restrictions set forth in its Articles of Incorporation.

Article III Members

Section 1. Eligibility. Any person (including corporations, associations and other organizations) who subscribes to the purposes of North Pocono C.A.R.E. shall be eligible for

membership.

Section 2. Dues. The members of the corporation, including the members of the Board of Directors, shall pay annual dues which shall be fixed by the Board of Directors. The Board of Directors may establish one class of members or various classes of members and appropriate annual dues requirement for each class.

Section 3 Termination. Upon failure of a member to pay the required dues after appropriate notice, the membership shall be terminated.

Section 4. Annual Meeting of the Voting Members. A meeting of the members of the corporation shall be held each calendar year at such date and hour and at such place in Lackawanna County as the Board of Directors may select for the election of directors and for the transaction of such other business as may properly come before the meeting. Notification of such meeting shall be provided to each member at least five days prior to the meeting.

Section 5. Special Meetings of the Voting Members. Special meetings of the members of the corporation may be called at any time by the Chairperson of the Board, President or by the Board of Directors and must be called by the President or Secretary on receipt of written request thereof signed by no less than ten percent (10%) of the voting members. Notification of such meeting shall be provided to each member at least five days prior to the meeting.

Section 6. Ten (10%) percent of the members or twenty-five (25) members of the corporation, whichever shall be the lesser number, shall constitute a quorum for the transaction of all business.

Article IV Directors

Section 1. Number. The corporation shall have no less than five (5) and no more than eleven (11) directors and collectively they shall be known as the Board of Directors. All officers shall be directors.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties. It shall be the duty of the directors to:
(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; (c) Meet at such times and places as required by these Bylaws.

Section 4. Term of Office. Each director shall hold office for a period of three (3) years and until his or her successor is elected and qualifies.

Section 5. Compensation. The directors shall serve without compensation.

Section 6. Meetings. The Board of Directors shall have the power to hold its meetings at any place within Lackawanna County, and shall meet at the call of the Chairperson or any three members of the Board. Notice of such meetings shall be provided to each member of the Board not less than five days before such meeting.

Regular Meetings. There shall be at least four meetings, including the Annual Meeting, during each year. Additional meetings may be held at such time and place as shall from time to time be determined by the Board. A regular meeting for the election of officers and the transaction of such other business as may properly come before the meeting shall be held immediately following each Annual Meeting of members in each year

Section 7. Quorum for Meetings. A quorum shall consist of a majority of the members of the Board of Directors.

Section 8. Majority Action as Board Action. 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 is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Article V Officers

Section 1. Designation of Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of

Directors. The same person may serve as both Secretary and Treasurer.

Section 2. Qualifications. Any member may serve as officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.

Section 5. Powers and Duties of President. The President shall be the chief executive and operating officer of the corporation and shall preside at all meetings of the corporation and the Board of Directors and of the executive committee and shall be ex-officio a member of all standing committee. The President shall be ex-officio a member of all standing committees and shall exercise and maintain a general supervision and control over affairs of the corporation subject to the power and authority of the Board of Directors.

Section 6. General Powers and Duties. The officers shall have such powers and duties as are usual to their respective offices and such as may be granted or required of them by the Board, provided that the Treasurer shall, in addition to his other duties, make a full financial report at each annual meeting of the voting members of the corporation.

Section 7. Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article VI Limitation of Liability

Section 1. Limitation of Liability. A director 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 office under Section 5713 of Title 15 of the Pennsylvania Consolidated Statutes (the Pennsylvania Directors Liability Act (Act No. 145 of 1986)) as from time to time amended, or any successor provision, and the breach or failure to perform

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 of Directors 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 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 expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Officers and directors of subsidiaries 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 shall not be made in any case where the act or failure to act giving rise to the claim or indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or director (or employee or agent) purportedly indemnified by (or pursuant to) this Section 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 is not entitled to be indemnified by the corporation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 2 shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article VII Committees

Section 1. Committees. The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

Article VIII Corporate Records

Section 1. Maintenance of Corporate Records. The corporation shall keep at its principal office: (a) Minutes of all meetings of directors and committees of the Board; (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws; (c) Adequate and correct books and records of its corporate bank account(s); (d) Copies of all correspondence and filings with the IRS.

Article IX IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, 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 this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article X Amendment of Bylaws

Section 1. Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article XI Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws. We, the undersigned, are all of the initial incorporators and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of this and the 6 preceding pages, as the Bylaws of this corporation.

Dated: August 29, 2001

s/ Judith McCarthy

s/ Barbara Havenstrite

s/ Beverly Grab

As amended: March 18, 2002

