

EXHIBIT "A"

PURPOSE: Said corporation is organized exclusively for charitable, educational, and scientific purposes 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 (or the corresponding provision of any future United States Internal Revenue Law).

The purposes of the Tobyhanna Creek/Tunkhannock Creek Watershed Association shall be to promote and preserve the water quality and the environment of the Tobyhanna Creek and Tunkhannock Creek watershed including surrounding areas of special concern, and to provide educational materials on the benefits of and methods to achieve protection and preservation of the natural integrity of the watershed, and protect and preserve terrestrial and aquatic life in the watershed.

Accelerate existing beneficial governmental programs in the watershed and promote necessary additional constructive programs beneficial to the watershed and the institution of sound conservation practices, including, but not limited to, the acquisition, leasing, and development of lands in the Watershed, in order to promote the purposes for which the Tobyhanna Creek/Tunkhannock Creek Watershed Association is formed.

MEMBER BENEFITS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in the Preamble hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

DISSOLUTION: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, which are organized and operated exclusively for such purposes.

MISSION STATEMENT

The purposes of the Tobyhanna Creek/Tunkhannock Creek Watershed Association shall be to promote and preserve the water quality and the environment of the Tobyhanna Creek and Tunkhannock Creek watershed including surrounding areas of special concern and improve the water quality of the associated creeks and tributaries, promote the natural bounties thereof, provide educational materials on the benefits of and methods to achieve protection and preservation of the natural integrity of the watershed, educate the general public and interested parties in the value of stress controls and land activities, promote and coordinate the conservation of natural resources of the watershed, and protect and preserve terrestrial and aquatic life in the watershed.

THE TOBYHANNA CREEK/TUNKHANNOCK CREEK WATERSHED ASSOCIATION

BY LAWS

Article 1 – Name

The name of this organization shall be the Tobyhanna Creek/Tunkhannock Creek Watershed Association.

Article 2 – Purposes and Policy

Section 1. Purposes: The purposes of the Tobyhanna Creek/Tunkhannock Creek Watershed Association shall be to promote and preserve the water quality and the environment of the Tobyhanna Creek and Tunkhannock Creek watershed including surrounding areas of special concern and improve the water quality of the associated creeks and tributaries, promote the natural bounties thereof, provide educational materials on the benefits of and methods to achieve protection and preservation of the natural integrity of the watershed, educate the general public and interested parties in the value of stress controls and land activities, promote and coordinate the conservation of natural resources of the watershed, and protect and preserve terrestrial and aquatic life in the watershed.

In order to further these purposes the organization shall conduct scientific and educational activities within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, including:

- (a) creating public awareness of the need for and methods of protection of the Tobyhanna Creek/Tunkhannock Creek watershed;
- (b) Conducting scientific investigations and research; and
- (c) such other means as are appropriate and consistent with the restrictions set forth in the Articles of Incorporation.

Section 2. Political Policy. The Association shall not support or oppose any political policy or any candidate. No substantial part of the activities of the Association shall be the carrying on of propaganda or attempting to influence legislation.

Section 3. Limitations. The Association 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.

Section 4. Programs. The programs, services and activities of the Association will be open to all segments of the public at large without regard to race, creed, color, sex, age, or national origin.

Article 3 – Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the Tobyhanna Creek/Tunkhannock Creek Watershed Association shall be eligible for membership.

Section 2. Membership. The members of the Association shall consist of the members of the Board of Directors and such other persons, associations, and organizations as shall pay dues fixed by the Board of Directors. Each member of the Association shall have one vote on every matter that comes before the members, and no member shall be entitled to cumulate his votes for any purpose.

Section 3. Dues. There shall be a minimum annual membership dues requirement as determined by the Board of Directors. The Board of Directors shall set the various classes of members and appropriate annual dues requirement for each class.

Section 4. Termination. Upon failure of a member to pay the required dues after appropriate notice, the membership shall be terminated.

Article 4 – Meetings

Section 1. Annual Meeting of the Voting Members. A meeting of the members of the Association shall be held each calendar year at such date and hour and at such place in Monroe 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 eight days prior to the meeting.

Section 2. Special Meeting of the Voting Members. Special meetings of the members of the Association may be called at any time by the Chairman 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 eight days prior to the meeting.

Section 3. Quorum. Twenty-five members or ten percent of the members of the Association, whichever shall be the lesser number, shall constitute a quorum for the transaction of all business.

Article 5 – Board of Directors

Section 1. Authority. The Board of Directors shall have full authority to manage and control the business and affairs of the corporation.

Section 2. Number. The Board of Directors shall consist of not less than nine persons elected by the membership at each annual meeting. The Board of Directors may elect such number of additional Associate Directors from time to time, as it may deem appropriate.

Associate Directors shall have no vote except as, and to the extent that, they are members of the Association. All members of the Board shall be members of the Association.

Section 3. Election. Members of the Board shall be elected at the annual meeting of the Association to serve for a period of three years, or until their successors shall qualify.

The initial terms of office of the Board of Directors shall be staggered terms as follows: one-third of the members of the Board shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years. In the event of an increase or decrease in the number of Directors, from time to time, the term of any new Director shall be established by lot or otherwise, in order that as far as possible the terms of one-third of the Directors shall expire each year, so that at each subsequent annual meeting, one-third of the Directors shall be elected to serve for a period of three years, or until their successors are duly elected and qualified.

Section 4. Vacancies. Any vacancy in the Board that occurs between the annual meetings of the voting members may be filled by appointment of a Director by the remaining members of the Board to fill the unexpired term.

Section 5. Honorary Directors. The Board of Directors shall request each municipality wholly or partly in the Tobyhanna Creek/Tunkhannock Creek Watershed to appoint an Honorary Director to serve on the Board of Directors. The Honorary Directors will serve as representatives of the municipalities to provide communication between the association and the municipality. Honorary Directors will not be voting members of the Board of Directors. Honorary Directors shall be appointed for a term of one year and shall be eligible for any number of reappointments.

Section 6. Meetings. The Board of Directors shall have the power to hold their meetings at any place within the County of Monroe, and shall meet at the call of the President or any three members of the Board. Notice of such meetings shall be mailed or electronically transmitted to each member of the Board not less than five days before such meeting.

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 following each Annual Meeting of members in each year.

Section 7. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Removal. The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of the court or convicted of a felony. Any director who fails to attend three consecutive meetings of the Board without providing appropriate notice may be removed by the Board.

Section 9. Management. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have control of the property and activities of the Association, including the power to purchase, lease, mortgage and sell or encumber by easement, restriction or otherwise, any land, building, or other real estate heretofore or hereafter acquired by the Association. The Board shall have the power to employ agents, workers, and other employees to carry on the activities of the Association. The Association may employ one or more of its officers on a full or part time basis.

Section 10. Nominations. The Nominating Committee shall nominate candidates for the Board of Directors and for officers of the Association.

Article 6 – Officers

Section 1. Officers. The officers of the Association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer elected for annual terms by the Directors from their own membership at their first meeting following the annual meeting of the Association. Each officer shall be elected to serve until the next annual meeting and until his successor shall qualify. Each officer shall be a member of the Association.

The Board of Directors may from time to time provide for or appoint such other officers and agents as they shall determine and fix the duties, powers, and terms of service of such agents or officers, as they shall appoint.

Section 2. President. The President shall be the chief executive and operating officer of the Association and shall preside at all meetings of the Association and the Board of Directors and of the Executive Committee and shall be ex-officio a member of all standing committees.

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 Association subject to the power and authority of the Board of Directors.

Section 3. Vice President. There shall be a first vice president and such other vice presidents as the directors may elect. In the absence or disability of the president, or in the case of a vacancy in the office of the president, the duties of the president shall be performed by the first vice president.

Section 4. 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, provide a full financial report at each annual meeting of the voting members of the Association.

Section 5. Vacancies. In the event any of the officers resign or be removed by death or otherwise, the Board of Directors shall fill such vacancy for the unexpired term of such office.

Section 7. Compensation The officers and the members of the Board of Directors shall perform their respective duties without compensation, except as otherwise permitted under Article 5, Section 9 of these By-Laws. Board members may be reimbursed for reasonable expenses incurred for Association business.

Article 7 – Committees

Section 1. Executive Committee. The President, with the approval of the Board of Directors, may appoint an Executive Committee from members of the Board, which shall meet at the call of the Chairman or any two members of the Executive Committee and shall be responsible for executing the plans and program of the Board of Directors. The committee shall have full authority to act for the Association in all matters during the intervals between Board meetings. It shall report to the Board of Directors at Directors' meetings.

Section 2. Nominating Committee. The President, with the approval of the Board of Directors, shall, no less than 30 days prior to each Annual Meeting of the members, appoint a nominating committee for the nomination of directors for election at such Annual Meeting. The committee shall consist of one director whose term shall not expire at such Annual Meeting, and two members at large.

Section 3. Other Committees The President shall appoint such other committees as shall be deemed necessary for the efficient operation of the Association.

Article 8 – Fiscal Policy

Section 1. The fiscal year for the Association shall be from January 1 to December 31.

Article 9 – Terms and Dissolution

Section 1. The term for which the Association is to exist is perpetual. In the event of termination, dissolution or winding up of this Association in any manner or for any reason whatsoever, the assets of the Association which remain after payment of all liabilities of the Association shall be paid over to and transferred to an organization, or organizations organized exclusively for charitable, educational or scientific purposes similar to those of the Tobyhanna Creek/Tunkhannock Creek Watershed Association, provided that such recipient qualifies as an organization exempt from tax under Section 501 (c) (3) of the Internal Revenue Code. No portion of the assets shall inure to the benefit of any director, officer, or member of the Corporation or any enterprise organized for profit.

Article 10 – Amendments

Section 1. These By-Laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Board of Directors at any meeting at which a quorum is present provided, however, that all Directors shall have received written notice of any and all proposed changes to the By-Laws at least two weeks prior to the date such changes are voted upon.

Article 11 – 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 573 of Title 15 of the Pennsylvania Consolidated Statutes, 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 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.

THE TOBYHANNA CREEK/TUNKHANNOCK CREEK WATERSHED ASSOCIATION WILL WORK TO:

- * Enhance public understanding and awareness about the environment and quality of life within the watershed and surrounding areas.
- * Provide education and information concerning water quality and related issues so municipalities, landowners, developers and builders can make informed decisions.
- * Encourage adherence to laws and regulations on matters affecting the watershed.
- * Encourage responsible new laws and regulations that reflect with current technology and land use planning techniques.
- * Provide a forum for study and discussion of new technology that would benefit the watershed such as wastewater treatment, stormwater management, floodplain management and land use.
- * Be actively involved in regional affairs to increase awareness of the unique needs of the watershed.
- * Promote and maintain traditional recreational uses within the watershed while recognizing the additional needs required by growth and attendant land use.
- * Maintain and improve water quality throughout the watershed.
- * Conduct research and compile data on water quality and land use in the watershed.
- * Protect the environment.
- * Provide educational programs.
- * Become a valuable resource for citizens and local officials to deal effectively with development.
- * Preserve the integrity and quality of the entire watershed area for future generations.