

BY - LAWS OF THE

MON/YOUGH TRAIL COUNCIL

(A PENNSYLVANIA NONPROFIT CORPORATION)

AS AMENDED 3/14/2002

AS AMENDED 11/01/2008 (Article VII)

AS AMENDED 11/05/2011 (Article XI)

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BY-LAWS OF THE
MON/YOUGH TRAIL COUNCIL
(a Pennsylvania nonprofit
Corporation)

ARTICLE I - NAME

The name of this Pennsylvania nonprofit corporation shall be the Mon/Yough Trail Council.

ARTICLE II - PURPOSE

The Mon/Yough Trail Council is formed to promote the conversion of rail corridors and other corridors into multi-use trails and for the development, maintenance and operation of such trails and other public recreation facilities in and around the Monongahela River Corridor and the Youghiogheny River Corridor. This Council shall also promote the preservation and protection of the natural resources found in the trail corridors and the preservation of the history and heritage of these corridors.

ARTICLE III - OFFICES

The initial registered office of this Council shall be located at 519 Walnut Street, McKeesport, PA 15132. This Council may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE IV - MEMBERSHIP

1. Eligibility

Any person, firm, association, operation, partnership or estate having an interest in the objectives of this Council and who pledges to uphold its By-Laws shall be eligible to apply for membership.

2. Application

Applications for Council membership shall be made in writing on forms provided for that purpose and shall be signed by the applicant. An applicant shall become a member upon payment of the appropriate dues.

3. Denial, Revocation or Termination

- a) An application for membership may be denied, for cause, by a majority vote of the Board of Directors upon notice by the Membership Chairperson.
- b) A member shall be automatically expelled for nonpayment of dues after ninety (90) days from the date due unless otherwise extended by the Board of Directors for good cause.
- c) Membership may be revoked for good cause by a majority vote of the Board of Directors upon notice by the Membership Chairperson.
- d) A member may be expelled for conduct unbecoming a member or for conduct that is prejudicial to the purpose and objectives of the Council, after written notice and an opportunity for a hearing are afforded, by a majority vote of the Board of Directors upon notice by the Membership Chairperson.

4. Rights

Members shall have the right to vote, to constitute a quorum, to be eligible for election to the Board of Directors, to initiate petitions to the Board of Directors, and to otherwise participate fully in the activities of the Council.

ARTICLE V - BOARD OF DIRECTORS

1. Responsibilities

All ordinary business of the Council shall be under the sole care and management of a Board of Directors. The Board of Directors shall be responsible to the membership for recommending goals, objectives, and policies of the Council and proper mechanisms for supporting and promoting it. The Board shall plan and implement the programs and activities approved by the membership and shall be responsible to the membership for implementing the objectives of the Council. The Board shall annually present to the Members a report on the state of the Council.

2. Powers

The Board of Directors may exercise all the powers of the Council, including the authority to conduct its business and to contract for services on behalf of the Council and its members. The Board's power shall rest in the group meeting in regular session; as individuals, Board members shall hold no special authority.

3. Size

The Board of Directors shall consist of no fewer than seven (7) and no more than fifteen (15) persons, four of whom shall be the Officers of the Council. The actual number of elected Directors shall be as determined by the Board of Directors.

4. Terms of Office

The Directors shall be elected by and from the eligible membership by the procedure outlined in Article XI. The terms shall be arranged so that one-third of the Directors' terms expire each year, One-third of the initial Directors shall serve for one (1) year, one-third for two (2) years, and one-third for three (3) years. Thereafter, the Directors shall serve terms of three (3) years, for a maximum of two consecutive terms. They shall serve without compensation.

5. Vacancies

The Board of Directors shall have the power to fill each vacancy on the Board, and the person so appointed shall serve until the expiration date of the unexpired term. If at any time the Board has fewer than the maximum number of Directors, the Board may, at its option, appoint members to increase its size within that limit.

6. Removal

Any member of the Board of Directors, including the Officers, may be removed from office, for cause, by two-thirds vote of the membership at a Special Meeting convened in the manner specified in Article IX, Section 2. A member of the Board of Directors who is absent from three (3) consecutive Board meetings, unless detained by sickness or absent due to reasonable cause communicated to the Board, shall automatically forfeit Board membership.

7. Appeals

Any action of the Board of Directors may be reversed by a resolution adopted by a two-thirds vote of the Members present at any properly convened meeting of the Council, provided that a copy of such resolution shall have been sent to each member of the Board of Directors prior to the Council meeting and to the members with the call for the meeting.

ARTICLE VI - OFFICERS

1. Composition

The Officers of this Council shall include a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected annually as specified in Section 6, hereof. They shall serve without compensation. However, the Board of Directors may reimburse the Officers for reasonable, necessary, and documented expenses incurred on behalf of the Council.

2. President

The President shall be the spokesperson for the Council and shall preside at all meetings of the Council and of its Board of Directors and its Executive Committee except as provided in Article IX, Section 4. The President shall exercise all of the powers and perform all of the duties normally pertaining to the office of President of a corporation; shall recommend to the Board of Directors such policies and actions as are deemed likely to be useful in carrying out the program and purposes of the Council; shall, with Board concurrence, appoint Chairpersons of Committees; and shall be an ex-officio member of all Committees except the Nominating Committee.

3. Vice President

The Vice President shall act in the absence or disability of the President and when so acting shall have the powers of the President. The Vice President shall also perform such other duties as may be assigned by the President with the concurrence of the Board.

4. Secretary

The Secretary shall act as secretary at all meetings of the Council and of the Board of Directors and of the Executive Committee; shall perform all of the duties normally pertaining to the secretary of a corporation; and shall be custodian of the Council records and correspondence. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws. In the event of temporary absence, the duties of Secretary may be performed by any member selected by the President.

5. Treasurer

The Treasurer shall be responsible for the receipt and disbursement of the funds of the Council; shall have custody of all funds and securities of the Council; shall be responsible for collecting dues and other receipts; shall maintain records of the Council's fiscal affairs for the current year; and shall make reports to the Board of Directors at each Board meeting and to the Members annually. The Treasurer shall file financial reports, such as tax returns, and other statements that the Council may be required by law to file.

6. Elections

The officers of the Council shall be elected annually from among the members of the Board of Directors by majority vote of the Board of Directors at the first Board meeting following the election of Directors.

7. Terms of Office

The Officers shall serve for terms of one year or until replacement or resignation. Their terms shall begin immediately upon election. A maximum of three consecutive terms may be held by an individual in any office.

8. Vacancies

An appointment to fill a vacancy in any office shall be made by the Board at the next Board of Directors meeting occurring after such vacancy occurs.

9. Removal

Any Officer may be removed from office for due cause by two-thirds vote of the Board of Directors. The resulting vacancy shall be filled as specified in Section 8, hereof.

ARTICLE VII - EXECUTIVE COMMITTEE

1. Responsibility

The Executive Committee shall manage the business of the Council between meetings of the Board. 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 of its members. Three (3) of the Executive Committee members shall constitute a quorum.

2. Composition

The Officers of the Council shall constitute the Executive Committee. The immediate past President of the Council shall serve on the Executive Committee as a non-voting member during the year following the expiration of their term.

ARTICLE VIII - COMMITTEES

1. Committees

The President shall, subject to Board of Directors approval, appoint Chairs of Committees that may be necessary to carry out the program of the Council. Each Committee Chair shall select such Members as are qualified and willing to serve on the Committee. The terms of the Committees shall be until discharged by the President with the approval of the Board of Directors.

2. Authority

It shall be the function of the Committees to conduct programs, to make investigations, to undertake studies and to make recommendations, in writing, to the Board of Directors. The Committees shall carry out such activities as may be delegated to them by the Board of Directors.

ARTICLE IX - MEMBERSHIP MEETINGS

1. Annual Meetings

The annual membership meeting of the Council shall be held each year at a date, time, and place designated by the Board of Directors. The Secretary shall ensure that written notice is sent to each Member at least fifteen calendar (15) days in advance of each Annual Meeting.

2. Special Meetings

Special meetings of the membership may be called by the Board of Directors or the President. A Special Meeting must also be called by the Board of Directors upon receipt of a petition signed by ten (10) percent or more of the members to consider those questions stated on the petition. The Secretary shall ensure that written notice of such meeting is sent to each Member at least eight (8) calendar days in advance. The business transacted at said meeting shall be confined to the purpose stated in the notice.

3. Quorum

A majority of the total number of Directors, present in person or participating electronically by telephone or other suitable device, shall constitute a quorum at all meetings of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Council, or any provision of these By-Laws.

A suitable speaker phone or other suitable device shall be provided as needed at each regular or special meeting to allow remote telephone participation. The device shall connect to any blue tooth or similar common technology enabled phone and provide enough volume to generally allow all directors to hear the speaker's comments.

4. Chair Pro-Tem

The President or the Board of Directors may designate any Member to preside as Chair Pro-Tem for any part or all of such meeting.

5. Agenda and Minutes

An agenda and minutes must be prepared for all meetings.

ARTICLE X - MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings of Directors

The Board of Directors shall hold regular monthly meetings, the date, time, and place of which shall be fixed from time to time by the Board with notice given to the Membership. The President may, for cause, cancel or postpone a Board Meeting.

2. Special Meetings of Directors

Special meetings of the Board of Directors may be called by either the President or a majority of the Board of Directors.

3. Open/Executive Session

All meetings of the Board of Directors shall be open to Members except when the Board, in its sole discretion, votes to meet in executive session, which may be required to deal with confidential matters.

4. Notice

At least seven (7) days prior to each Board meeting, the Secretary shall convey notice, either personally or by mail, to each Director of the date, time, and place of the meeting.

5. Quorum

A majority of the total number of Directors, present in person, shall constitute a quorum at all meetings of the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Council, or any provision of these By-Laws.

ARTICLE XI - ELECTION OF BOARD MEMBERS

1. Nominating Committee

At the regular Board of Directors meeting two (2) months before the Annual Meeting of each year, the President shall appoint a Nominating Committee, subject to Board approval, consisting of not less than three (3) consenting persons. The members of this Committee shall be selected from the Council membership at large, except that this Committee shall be chaired by a Member who is serving currently or has served previously on the Board.

2. Procedure for Selecting Candidates

The Nominating Committee shall prepare a list of names of at least one (1) consenting candidate for each vacancy to be filled on the Board of Directors in the ensuing election. Candidates shall be selected from the membership and shall be at least twenty-one (21) years of age; shall have been an active member of the Mon/Yough Trail Council for at least one year at the time of nomination; and shall have attended at least three Board Meetings or have 50 or more documented volunteer hours in support of the Council in the past year. Membership on the Nominating Committee will not disqualify a person for any nomination. The Secretary shall ensure that all Members are notified at least fifteen (15) days prior to the Annual Meeting of the full list of candidates submitted by the Nominating Committee.

3. Election Procedure

The Directors shall be elected by a vote conducted at the Annual Meeting. Nominations shall also be accepted from the floor at the time of the election, but no Member shall be nominated without his consent. Those nominees receiving the highest number of votes shall be declared elected. A tie vote shall be resolved by another ballot confined to resolution of the tie.

ARTICLE XII - AMENDMENT OF BY-LAWS

1. Proposals

Proposed amendments to the By-Laws of this Council may be initiated by the Board of Directors or by a petition signed by ten (10) percent of the Members and submitted in writing to the Board of Directors for approval.

2. Notification

Following approval by the Board of Directors, the Secretary shall ensure that each Member is informed of the proposed amendment with notice of time and place of a regular or special meeting of the membership to act upon the same. Said meeting shall not be less than fifteen (15) days after the mailing of the notice.

3. Adoption

The proposed amendment to the By-Laws shall require a favorable vote of two-thirds of the Members present to carry.

ARTICLE XIII - FINANCE

1. Fiscal Year

The fiscal year of the Council shall be as decided by the Board of Directors.

2. Execution of Documents

The President of the Council may sign and execute in the name of the Council all authorized deeds, mortgages, bonds, contracts, and other instruments provided such action has been previously approved by the Board of Directors.

3. Instruments of Indebtedness

All checks, drafts, notes and other obligations issued in the name of the Council for amounts less than \$100 shall be signed by either the President or the Treasurer. Any such instrument in an amount of \$100 or more must be signed by the President or the Treasurer, plus another officer of the Council.

4. Authority to Hold Property

The Board of Directors shall have the authority to serve as a Board of Trustees to administer, manage, and hold title in the name of the Council to real estate, securities, and trust fund.

5. Annual Financial Report

The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the preceding fiscal year. Such statement shall be provided to the membership at the Annual Meeting.

6. Bonding

The Officers of the Council shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors. Such bonding shall be at the expense of the Council.

7. Dissolution

Upon dissolution of the organization, 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 to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The Council shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by 42 PA.CSA §8365 of the Directors' Liability Act contained in the Act of November 28, 1986 P.L. 1458, No. 145, as amended) each person who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Council, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.
2. The Council shall pay expenses (including attorneys' fees and disbursements) incurred by a person referred to in Section I hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such person shall be paid by the Council in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Council for the reason set forth in Section 4 hereof.
3. The Council may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who is not an authorized representative of the Council if such person was or is a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such person's activities in connection with the Council against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Council may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his participation in an action, suit or proceeding referred to in Section 3 hereof in advance of the final disposition- of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such persons to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Council for the reason set forth in Section 4 hereof.

4. Indemnification under this Article shall not be made by the Council in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Directors' Liability Act, 42 PA.CSA §§8361 et seq. contained in the Act of November 28, 1986 P.L. 1458, No. 145, as amended, or any successor statute in effect at the time of such alleged action or failure to take action.
5. The Board of Directors shall have the power to borrow money on behalf of the Council, including the power to pledge the assets of the Council, from time to time to discharge the Council's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance. The Council may, in lieu of or in addition to the purchase and maintenance of insurance referred to in Section 6 hereof, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise.
6. The Council shall purchase and maintain insurance on behalf of each Director and Officer against any liability asserted against or incurred by such Director or Officer in any capacity, or arising out of such Director's or Officer's status as such, whether or not the Council would have the power to indemnify such Director or Officer against such liability under the provisions of this Article. The Council shall not be required to maintain such insurance if it is not available on terms satisfactory to the Board of Directors, because either: (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage, or, (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The Council may purchase and maintain insurance on behalf of any other person referred to in Sections 1 and 3 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article.

7. Each authorized representative of the Council shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while acting as an authorized representative of the Council, and shall continue as to a person who has ceased to be an authorized representative of the Council and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Council. Any repeal or modification of this Article by the Board of Directors of the Council shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.
8. For the purpose of this Article, the term "authorized representative" shall mean a Director, Officer, agent of the Council, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Council.

ARTICLE XV - ELIMINATION OF DIRECTORS' LIABILITY

1. A Director of the Council shall not be personally liable for monetary damages for any action taken or any failure to take any action, provided, however, that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by the Directors' Liability Act, 42 PA.CSA §§8361 et. seq. contained in the Act of November 28, 1986, P.L. 1458, No. 145, as amended, in effect at the time of the alleged action or failure to take action by such Director.
2. Any repeal or modification of this Article by the Members or the Directors of the Council shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Council and shall inure to the benefit of the heirs, executors and administrators of-such person.

ARTICLE XVI - MISCELLANEOUS

1. Saving Provision

In the event that any portion of these By-Laws is held to be invalid by a Court of the Commonwealth of Pennsylvania, the remainder of these By-Laws shall not be affected.

2. Order of Precedence

Proceedings of this Council shall be governed first by these By-Laws as most recently ammended; thereafter by Roberts' Rules of Order, latest edition; and, finally, by the Pennsylvania Nonprofit Corporation Law as most recently amended.