

**BY-LAWS OF THE  
MONTOUR TRAIL COUNCIL**

(a Pennsylvania Nonprofit Corporation)

(As amended November 14, 1993, November 10, 1996, November 12, 2001, November 2, 2008, and November XX, 2018)

**ARTICLE I - NAME**

The name of this Pennsylvania nonprofit corporation shall be the Montour Trail Council.

**ARTICLE II - PURPOSE**

The Montour Trail Council is formed to promote, develop, and maintain a non-motorized recreational trail from Coraopolis to Clairton, with branches to Bethel Park, Muse, Westland, and other locations. This is to be done utilizing the entire right-of-way of the former Montour Railroad as well as the section of right-of-way of the former Pennsylvania Railroad connecting Snowdon and Clairton. Further, to enhance the trail experience, the Montour Trail Council acquires and maintains other real estate next to or in reasonable proximity to the trail, including other former railroad rights-of-way.

The Council shall also promote the preservation and protection of the natural resources found along these rights-of-way and the preservation of the history of these rights-of-way.

To further these purposes, the Council shall be considered a Land Trust, for the purposes of the Commonwealth of Pennsylvania.

**ARTICLE III - OFFICES**

Section 1. The current office of this Council is located at 304 Hickman St., Suite 3, Bridgeville, Pennsylvania, 15017 and the initial registered office of this Council was located at 558 Perry Highway, Pittsburgh, Pennsylvania, 15229.

Section 2. This Council may also have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE IV - MEMBERSHIP**

Section 1. Qualifications. Any person who sympathizes with the purpose of this Council and pledges to uphold its By-Laws shall become a Member in accordance with Section 3 of this Article.

Section 2. 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.

Section 3. Types. The initial categories of membership and the initial annual dues will be as follows:

Student	\$ 5
Individual	\$15
Family	\$25
Supporting	\$50
Club or Organization	\$50
Sustaining	\$100
Benefactor	\$250
Honorary	Gratis

Annual dues or membership categories may be changed from time to time by action of the Board of Directors. Each of the above categories shall entitle the membership holder to one vote at membership meetings. Honorary memberships shall be bestowed by action of the Board of Directors.

Section 4. Denial or Revocation of Membership. An application for membership may be denied or membership revoked, for cause, by a majority vote of the Board of Directors upon notice by the Membership Chairperson.

#### ARTICLE V - BOARD OF DIRECTORS

Section 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.

Section 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.

Section 3. Size. The Board of Directors shall consist of no fewer than ten (10) and no more than twenty-one (21) 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.

Section 4. Terms of Office. The directors shall be elected by and from the eligible membership by the procedure outlined in Article XI. Terms shall begin on the day of the first board meeting of the year following their election, normally in January. The Directors shall serve terms of three (3) years for a maximum of two consecutive terms. Appointments to the board to fill vacancies as outlined in Section 5 shall not count toward the two consecutive terms. After two elected terms, Directors are not eligible for reelection or appointment for at least one year.

Directors' terms shall be arranged so that approximately one-third of the actual number of Directors' terms expire each year. They shall serve without compensation.

Section 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.

Section 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. If a member of the Board of Directors shall absent himself from three (3) successive Board meetings, unless detained by sickness or be absent due to reasonable cause communicated to the Board, he or she may, by majority vote of the Board, forfeit Board membership.

Section 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

Section 1. 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. 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.

Section 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.

If a situation occurs that requires expenditure prior to the next board meeting, the President, with approval of the executive committee, may commit up to \$2,000 of unbudgeted funds. In an emergency which requires prompt action, the President, with approval of the executive committee, is authorized to commit up to \$5,000. If executive committee approval is not possible in an emergency, the President shall seek approval from as many board members as possible. Following such discussions, the President is

authorized to commit up to \$5,000 of unbudgeted emergency funds. All unbudgeted authorizations shall be reported by the President and recorded at the subsequent board meeting. The dollar amount thresholds in this paragraph may be changed from time to time by action of the full Board of Directors.

Section 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.

Section 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.

Section 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 also ensure filing of such financial reports as tax returns and other statements that the Council may be required by law to file.

Section 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 of the year, normally in January.

Section 7. Terms of Office. The Officers shall serve for terms of one year or until replacement or resignation. Their terms shall begin following election at the first Board meeting of the year, normally in January.

. The offices of president, vice president, secretary and treasurer may be occupied by an individual without limit to number of terms, provided that the individual has not exceeded the maximum permissible time on the Board.

Section 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.

Section 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.

## ARTICLE VII - EXECUTIVE COMMITTEE

Section 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, which is limited to a maximum of \$2,000 without a full vote by the Board of Directors. The dollar amount maximum in the previous sentence may be changed from time to time by action of the full Board of Directors. The Executive Committee shall be convened by the President upon his direction or upon request of any three (3) of its members. Three of the Executive Committee members shall constitute a quorum.

Section 2. Composition. The Executive Committee shall consist of the Officers of the Council. At the invitation of the current officers, the preceding President may also serve on the Executive Committee for a period of one year for the purpose of continuity.

#### ARTICLE VIII - STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. All continuing functions of the Council, with the exception of those of the Officers and Directors, shall be administered by Standing Committees. The President shall, subject to Board of Directors approval, appoint Chairs of Standing Committees that may be necessary to carry out the program of the Council. Each Standing Committee Chair shall select such Members as are qualified and willing to serve on the Committee. Chairs of Standing Committees shall serve until they resign or are removed by the board.

Section 2. Special Committees. The Board of Directors may establish Special Committees to conduct special activities or functions of the Council. The President shall, subject to Board of Directors approval, appoint Chairs of Special Committees. The Chair shall serve for the term of existence of the Special Committee or until removal or resignation.

Section 3. Authority. It shall be the function of Committees to investigate and make recommendations. They shall report in writing to the Board of Directors. No special or Standing Committee shall represent the Council in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

#### ARTICLE IX - MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual membership meeting of the Council shall be held in the fourth quarter of each calendar 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 (15) days in advance of each Annual Meeting.

Section 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) days in advance. The business transacted at said meeting shall be confined to the purpose stated in the notice.

Section 3. Quorum. Twenty (20%) percent of the Members or 30 Members, whichever is less, shall constitute a quorum for the transaction of business at any annual or special meeting of the Council. Except as prescribed in Article XII, a motion shall require for adoption a simple majority of the Members present at such meeting.

Section 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.

Section 5. Voting. A Member may vote either in person or by proxy, executed in writing by the Member.

#### ARTICLE X - MEETING OF THE BOARD OF DIRECTORS

Section 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. The President may, for cause, cancel or postpone a Board meeting.

Section 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.

Section 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.

Section 4. Notice of Board Meetings. The Board shall establish a regular monthly meeting day, time, and place. Any deviation there from shall be communicated by the Secretary to each Director, either personally or by electronic communication, at least eight (8) days prior to the meeting so affected.

Section 5. Quorum. A majority of the total number of Directors, present in person or represented by proxy, 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 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

Section 1. Nominating Committee. At the regular Board of Directors meeting at least 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.

Section 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 at large but shall be at least twenty-one (21) years of age. 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.

Section 3. Election Procedure. Prior to the Annual Meeting the Secretary shall prepare printed ballots bearing the names of the candidates selected. The new Directors shall be elected by a vote conducted at the Annual Meeting by secret ballot. Nominations shall also be accepted from the floor at the time of the election, but no Member shall be nominated without his consent. Each Member present shall cast as many votes as there are Director positions to be filled. 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

Section 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.

Section 2. Notification. Following approval by the Board of Directors, the Secretary shall ensure that Members are informed of the proposed amendment(s), 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.

Section 3. Adoption. The proposed amendment(s) to the By-Laws shall require a favorable vote of two-thirds of the Members present to carry.

## ARTICLE XIII -FINANCE

Section 1. Fiscal Year. The fiscal year of the Council shall extend from January 1 of a given calendar year to December 31 of that year.

Section 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.

Section 3. Instruments of Indebtedness. All checks, drafts, notes, and other obligations issued in the name of the Council must be signed by two authorized individuals. One or both of the authorized signatures shall be from either the President, or Treasurer. The other signature may be from one of the remaining members of the Executive Committee.

Section 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 funds.

Section 5. Annual Financial Report. The Treasurer shall prepare annually a financial summary of operations for the preceding fiscal year. Such statement shall be provided to the membership.

Section 6. Bonding. The Board of Directors shall name the Officers to be bonded, if any. Such bonding shall be at the expense of the Council.

Section 7. Dissolution. If at any time the Council shall be dissolved and there shall remain in its possession any assets, these shall not be distributed to the membership of the Council. Instead, the Board of Directors shall, after paying all liabilities of the Council, dispose of all remaining assets by donation to such causes as they deem sympathetic to the aims of the Council.

#### ARTICLE XIV - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Limitation of Personal Liability of Directors. A Director of the Council shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of his or her office as defined in Section 2 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 2. Standard of Care and Justifiable Reliance.

- (a) A Director of the Council shall stand in a fiduciary relationship to the Council, and shall perform his or her duties as a Director, including his or her duties as a Member of any Committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Council, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:



- (i) One or more Officers or employees or volunteers of the Council whom the Director reasonably believes to be reliable and competent in the matters presented:
- (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (iii) A Committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which Committee the Director reasonably believes to merit confidence.

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

(b) In discharging the duties of their respective positions, the Board, Committees of the Board and individual Director may, in considering the best interests of the Council, consider the effects of any action upon employees and/or volunteers, upon persons with whom the Council has business and other relations and upon communities which the offices or other establishments of or related to the Council are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Council.

Section 3. Indemnification in Third Party Proceedings. The Council shall indemnify any person 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the Council, or is or was serving at the request of the Council as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption

that the person did not act in good faith in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions, The Council shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Council, or is or was serving at the request of the Council as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these By-laws, to the extent that a representative of the Council has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 3 or Section 4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 3 or 4 above shall be made by the Council only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Council as authorized in Sections 1 through 3 above.

Section 8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Council and may inure to the benefit of the heirs, executors and administrators of such person, as it pertains to the

actions of said former Council representative during the period of time the person was a representative of the Council.

Section 9. Insurance. The Council shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Council or is or was serving at the request of the Council as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Council would otherwise have the power to indemnify such person against such liability.

Section 10. Reliance on Provisions. Each person who shall act as an authorized representative of the Council shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE XV – FRIENDS OF THE TRAIL GROUPS

Section 1. Authorization. The Board of Directors may elect to authorize local groups to conduct activities supportive of the Council's aims and purpose. These groups may raise funds under the auspices of the Trail Council's 501(c)3 designation and share the resulting fiscal responsibility with the Board of Directors. These groups are referred to as Friends Groups.

Section 2. Chartering. A Friends Group may be chartered by petitioning the Board of Directors with proposed Articles of Association which will govern the relationship between the Council and the Friends Group, and define each party's responsibilities. The Articles of Association, and any subsequent changes to it must be approved by a 2/3 majority of both the Board and the Friends Group.

Section 3. Policies. The Board of Directors may from time to time define policies that apply to the activity of the Friends Groups as it deems necessary for effectively implementing the objectives of the Council.

Section 4. Order of Precedence. Proceedings of any Friends Group shall be governed first by their approved Articles of Association. If there are conflicts between the articles of association and the MTC policies, then the policies adopted by the Montour Trail Board of Directors shall govern. If there is a conflict between the policies and the By-laws, the By-laws shall govern.

## ARTICLE XVI - MISCELLANEOUS

Section 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.

Section 2. Policies. The Board of Directors shall, from time to time, formulate and adopt policies setting forth the criteria and procedures by which it intends to conduct its affairs. Adoption of these policies and revisions thereto shall require 2/3 vote of the Board members

present.

Section 3. Order of Precedence. Proceedings of this Council shall be governed first by policies established by the MTC board. However, if these conflict with the By-Laws as most recently amended, the By-Laws shall be controlling. If the By-laws conflict with Pennsylvania Nonprofit Corporation Law, then the Law as most recently amended shall be controlling.

Section 4. Management of Meetings. Meetings of the Montour Trail Council board and standing committees shall be managed following Roberts Rules of Order, most recent edition.