

## **BYLAWS of Brookville Trail Hub**

### **ARTICLE I. NAME**

The name of this Pennsylvania nonprofit association shall be the Brookville Trail Hub

### **ARTICLE II. GOAL & OBJECTIVES**

The goal is to promote the establishment, maintenance, and management of right-of-way into a rail trail for recreation and fitness use. The Association shall promote preservation and protection of the natural resources found along the right-of-way and recognition of sites of historic significance and shall be authorized to conduct all activities beneficial to this mission.

### **ARTICLE III. MEMBERSHIP**

**Section 1. Qualifications.** Any person who subscribes to the goal and objectives of this Association and pledges to uphold its Bylaws shall become a member upon payment of the required dues. A member in good standing shall be current in payment of annual dues.

**Section 2. Rights.** All members in good standing shall have the right to vote if dues are paid at least 45 days before that year's annual meeting or a special meeting, to constitute a quorum, to be eligible for election to the Board of Directors, and to otherwise participate fully in the activities of the Association.

**Section 3. Types.** The categories of membership be as follows:

Individual (Annually)

Family (Annually)

Business/Organization (Annually)

Honorary

Lifetime (Individual)

Lifetime (Family)

Lifetime (Business)

Annual and lifetime dues shall be set from time to time by resolution of the Board of Directors.

Lifetime members shall not have to increase their dues over the amount in effect at the time they joined. Each of the above categories shall entitle the active membership holder to one vote at meetings. Honorary memberships may be bestowed by action of the Board of Directors.

Honorary members shall have the right to attend meetings and speak, but not to make motions, vote or hold office unless they are also a regular member in good standing.

### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. Responsibilities.** All ordinary business of the Association 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 Association and proper mechanisms for supporting and promoting it. The Board shall plan and implement the programs and activities approved by the Board to implement the objectives of the Association. The Board shall annually present to the Members a report on the state of the Association.

**Section 2. Powers.** The Board of Directors may exercise all the powers of the Association, including the authority to conduct its business and to contract for services on behalf of the

Association 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 not fewer than 5 persons and no more than 11 persons.

**Section 4. Terms of Office.** The Directors shall be elected by and from the eligible memberships by the procedure outlined in Article X. The Directors shall serve staggered terms of 3 years. Their terms shall be arranged so that one-third of the actual number of Directors' terms expires each year. They shall serve without compensation. A member must be active in the Association in order to be elected to the Board of Directors.

**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.

**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. Any member of the Board of Directors who fails to attend 3 consecutive meetings without satisfactory cause shall automatically forfeit Board membership.

**Section 7. Reversal of Board Action.** Any action by 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, provided that a quorum of 10% of the members of the Association shall be present. Such action must take place within 60 days after the Board action and a copy of such resolution shall be sent to each member of the Board of Directors prior to the Association meeting and to the members with the call for the meeting.

## **ARTICLE V. OFFICERS.**

**Section 1. Officers.** The Officers of this Association 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 Association. The Board of Directors may employ counsel, professionals and assistance if needed.

**Section 2. President.** The President shall be the spokesperson for the Association and shall preside at all meetings of the Association and of its Board of Directors and of 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 Association; shall, with Board concurrence, appoint Chairpersons of Committees; and shall be an ex-officio member of all Committees except the Nomination Committee. The President shall prepare an annual report to the members.

**Section 3. Vice President.** The Vice President shall act in the absence or disability of the President and shall then have the powers of the President. The Vice President shall assist the President in the operation of the Association.

**Section 4. Secretary.** The Secretary shall act as secretary at all meetings of the Association 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; shall be custodian of the Association records and correspondence. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws.

**Section 5. Treasurer.** The Treasurer shall be responsible for the receipt and disbursal of the funds of the Association; shall have custody of all funds and securities of the Association; shall be responsible for collecting dues and other receipts; shall maintain records of the Association'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 the preparation of statements that the Association may be required by law to file.

**Section 6. Elections.** The Officers of the Association 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. This meeting to elect the officers must convene immediately following the annual meeting.

**Section 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.

**Section 8. Vacancies.** An appointment to fill a vacancy in any office shall be made by the Board at the next possible meeting after the vacancy occurred and the appointee shall serve until the next Annual Meeting.

**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 VI. EXECUTIVE COMMITTEE**

**Section 1. Responsibility.** The Executive Committee shall manage the business of the Association 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 President upon his or her direction or upon request of any 3 of its members. Three of the Executive Committee members shall constitute a quorum.

**Section 2. Composition.** The Officers of the Association shall constitute the Executive Committee.

## **ARTICLE VII. STANDING & SPECIAL COMMITTEES**

**Section 1. Standing Committees.** All continuing functions of the Association, with the exception of those of the Officers and Directors, may be administered by Standing Committees. The President shall, subject to Board of Directors' approval, appoint Chairs and Members of Standing Committees that may be necessary to carry out the program of the Association. These Chairs and Members are to be appointed within 30 days of the election of the President.

**Section 2. Special Committees.** The Board of Directors may establish Special Committees to conduct special activities or functions of the Association. The President shall, subject to Board of

Directors' approval, appoint Chairs and Members of Special Committees. Members of the Special Committees may be non-members, as required. The Chair shall serve for the term of existence of the Special Committee or until removal or resignation.

**Section 3. Authority.** The various Committees shall have different functions. They shall report to the Board of Directors. No Committee shall represent the Association in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

## **ARTICLE VIII. MEMBERSHIP MEETINGS**

**Section 1. Annual Meetings.** The annual membership meeting of the Association shall be held at a date, time and place designated by the Board of Directors. A meeting notice shall be published on its website, Facebook, e-mail or other social media or in the local newspaper at least 15 days prior to the meeting. The annual meeting quorum will consist of those members present.

**Section 2. Special Meetings.** Special meetings of the Association 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 5 or more members of the Association. A meeting notice shall be published on its website, Facebook, e-mail or other social media or in the local newspaper at least 15 days prior to the meeting. The business transacted at said meetings shall be confined to the purpose stated in the notice.

**Section 3. Quorum.** Those present shall constitute a quorum for the transaction of business at any annual or special meeting of the Association, except that a quorum of at least 10% of the members shall be required for reversal of Board actions as described in Article IV, Section 7. Except as prescribed in Article IV, Section 7 and Article XI, Section 3, a simple majority of members present at such meetings shall be required for adoption of a motion.

**Section 4. Voting.** A member must be present to vote.

## **ARTICLE IX. MEETING OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meeting of Directors.** The Board of Directors shall hold regular monthly or quarterly 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 Meeting of Directors.** Special meetings of the Board of Directors may be called by either the President or by a petition signed by 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, legal or personnel matters.

**Section 4. Notice.** At least 7 days prior to each Board meeting, the Secretary shall convey notice, either personally, by mail or e-mail to each Director of the date, time, and place of the meeting.

**Section 5. Quorum.** A majority of the total number of Directors 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 or any provision of these bylaws.

## **ARTICLE X. ELECTION OF BOARD MEMBERS**

**Section 1. Nominating Committee.** At the regular Board of Directors meeting 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 3 consenting persons. The members of this Committee shall be selected from the Association membership, 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 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 but shall be at least 18 years of age. To be eligible for office, the candidate must have been a member for 1 year and a day. Membership on the Nominating Committee will not disqualify a person for any nomination. The Secretary shall ensure prior to the Annual meeting that the full list of candidates are 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 nominees. The new Directors shall be elected by a vote conducted at the Annual Meeting by secret ballot or, if approved by motion and majority vote of the members present, by acclamation. Nominations shall also be accepted from the floor at the time of election, but no member shall be nominated without his/her consent. Those nominees receiving the highest number of votes shall be declared elected. In the event of the need to fill regular and partial terms, the person receiving the most votes shall be elected to the longest term. A tie vote shall be resolved by another ballot confined to resolution of the tie, with the President abstaining in order to cast a tiebreaking vote if necessary.

## **ARTICLE XI. AMENDMENT OF BYLAWS.**

**Section 1. Proposals.** Proposed amendments to the Bylaws of this Association may be initiated by the Board of Directors or by a petition signed by 5 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 all members are informed of the proposed amendments with notice of time and place of regular or special meeting of the membership to act upon the same. Notification may be by e-mail, personal delivery, mail by regular delivery, or newspaper publication, and may include reference to posting of the full text on the website. Meetings shall be held not less than 15 days after the notice is published on its website, Facebook, e-mail or other social media or in the local newspaper.

**Section 3. Adoption.** Amendment of the Bylaws shall require a favorable vote of two-thirds of the members present to carry, provided that a quorum of at least ten percent (10%) of the members is present.

## **ARTICLE XII. FINANCE**

**Section 1. Fiscal Year.** The fiscal year of the Association shall extend from January 1 of a given

calendar year to December 31.

**Section 2. Execution of Documents.** The President of the Association may sign and execute in the name of the Association all authorized 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 Association must be signed by any two of the following three persons: President and Treasurer or one of the remaining members of the Executive Committee.

**Section 4. 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.

**Section 5. Bonding.** All persons handling funds must be bonded. Such bonding shall be at the expense of the Association and may either be covered by a separate bond or by fidelity, crime or theft coverage under the Association's insurance policies.

**Section 6. Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to another Corporation organized exclusively for charitable purposes as such purposes are defined by Section 501(c)(3) or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to the state or local government, for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located or where the trail is located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIII – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1. Indemnification.** The Association shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by 42 Pa. Cons. State. S8365 of the Director's Liability Act contained in the Act of November 28, 1986, P.L. 1458, No. 145, as amended 1988, December 21, P.L. 1444, No. 177, S203, effective October 1, 1989), each person who was or is made a party to or a witness in or a 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 Association, against all expenses (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.

**Section 2.** The Association shall pay expenses (including attorneys' fees and disbursements) incurred by a person referred to in Section 1 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 Association 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 Association for the reason set forth in Section 4 hereof.

**Section 3. Indemnification of Other Parties.** The Association may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by the law, any person who is not an authorized representative of the Association if 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 Association 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 Association may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in any action, suit, or proceeding referred to in this Section 3 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 such person is not entitled to be indemnified by the Association for the reason set forth in Section 4 hereof.

**Section 4. Exception.** Indemnification under this Article shall not be made by the Association 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 of November 28, 1986 P.L. 1458, No. 145, as amended 1988, December 21, P.L. 1444, No. 177, S203, effective October 1, 1989, or any successor statute as in effect at the time of such alleged action or failure to take action.

**Section 5. Financial Authority.** The Board of Directors shall have the power to borrow money on behalf of the Association, including the power to pledge the assets of the Association, to discharge the Association's obligation with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance. The Association 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.

**Section 6. Insurance.** The Association 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 Association would have the power to indemnify such Director or Officer against liability under the provisions of this Article. The Association 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 Association 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 Association would have the power to indemnify such person against such liability under provisions of this Article.

**Section 7. Reliance on Indemnification.** Each authorized representative of the Association 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 Association and shall insure to the benefit of the heirs, executors and

administrators of such person. Indemnification and advancements 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 Association.

Any repeal or modification of this Article by the Board of Directors of the Association 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.

**Section 8. Authorized Representative.** For the purposes of this Article, the term “authorized representative” shall mean a Director, Officer, employee or agent of the Association, or a custodian, administrator, committeeman, or fiduciary of any employee benefit plan established and maintained by the Association, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Association.

#### **ARTICLE XIV. ELIMINATION OF DIRECTORS’ LIABILITY**

**Section 1. Director’s Liability.** A Director of the Association 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. Con. Stat. SS8361 et. seq. contained in the Act of November 28, 1986, P.L. 1458, No. 145, as amended 1988, December 21, P.L. 1444, No. 177 S203, effective October 1, 1989, as in effect at the time of the alleged action or failure to take action by such Director.

**Section 2. Repeal or Modification.** Any repeal or modification of the Article by the members of the Directors of the Association shall not adversely affect any right or protection existing at the time of such 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 Association and shall insure to the benefit of the heirs, executors and administrators of such person.

#### **ARTICLE XV. MISCELLANEOUS**

**Section 1. Saving Provision.** In the event that any portion of these Bylaws is held to be invalid by a court of the Commonwealth of Pennsylvania, the remainder of these Bylaws shall not be affected.

**Section 2. Order of Precedence.** Proceedings of this Association shall be governed first by Pennsylvania Nonprofit Corporation Law as most recently amended, the Articles of Incorporation, these Bylaws as most recently amended; and thereafter by Robert’s Rules of Order, latest edition. These Bylaws were adopted by the membership on March 10, 2022.

s/ Paul M. Boboige  
Paul M. Boboige, President  
s/ Kristina Carlini  
Kristina Carlini, Secretary