

Murrysville Trail Alliance (MTA) Bylaws
Adopted July 19, 2011

I. Name

1. The name of the organization is the Murrysville Trail Alliance (hereinafter referred to as the "MTA").

II. Purpose and Limitations

1. The MTA is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the implementing regulations, as from time to time amended or superceded, including, without limitation, to support and facilitate the development, maintenance, and use of trails in and around Murrysville.
2. The MTA shall function as a not-for-profit charitable corporation. All net earnings shall be used to advance the MTA's purposes and will never be distributed to, or inure to the benefit of, any individual member.
3. The MTA shall not engage in any activities that would disqualify the MTA for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and the implementing regulations, as from time to time amended or superceded. Specifically, but not limiting the foregoing, the MTA shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the Commonwealth of Pennsylvania or any other jurisdiction where such activities are carried on.

III. Classes of Members

1. The MTA shall have the following classes of members:
 - (a) Individuals
 - (b) Business, civic, charitable and other organizations
 - (c) Honorary members
 - (d) Supporting/voting members.
2. Honorary membership shall be initiated and approved by the Board of Directors (hereinafter referred to as the "Board").
3. Each supporting/voting member in good standing eighteen (18) years of age and older shall be entitled to one vote on each matter submitted to a vote of the membership.
4. The Board, by affirmative vote of two-thirds of all Directors, may suspend or expel a member of any class for cause.
5. The Board may determine from time to time the amount of the dues payable to the MTA by supporting/voting members.

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6. The Board, by majority vote of those present at any meeting, may suspend or expel any supporting/voting member in default in the payment of dues for a period of three months from the date of billing.
7. Members may resign by filing a written resignation with the Secretary.

IV. Board of Directors

1. The number of Directors shall be fixed by the Board, but shall be not less than five nor more than nine individuals. All Directors shall serve without compensation for a term of three years, and may be reelected up to a maximum of two consecutive terms.
2. Any supporting/voting member in good standing is eligible for nomination to the Board of Directors.
3. After completion of two consecutive terms, a Director shall not serve on the Board for one year before being considered again for reelection to the Board. Partial terms shall not be considered for application of this requirement.
4. The Board, by affirmative vote of two-thirds of all Directors, may suspend or expel a Director for cause.
5. Directors shall be elected by the MTA membership at the annual Organizational Meeting. Board vacancies that occur during the course of a year shall be filled by the Board.
6. The term of a Director shall begin with his/her election, and shall end with election of a successor Director. Initially, one-third of the Directors shall serve a one year term; one-third shall serve a two year term; and one-third shall serve a three year term. Terms of the initial Directors shall be determined by the drawing of tokens (one year, two year, and three year). Thereafter, Directors shall be named to a three year term.
7. In cases where a Director serves a term of less than three years, this partial term shall not count toward the limits defined in Article IV, Section 3.
8. The Board may designate former directors as Directors Emeritus as a sign of appreciation and respect for their historical contributions and service. Directors Emeritus and others so designated by the Board will become Associate Members and will not be able to vote on issues, but will be invited to all meetings, provided with copies of the minutes, and consulted as advisors.
9. To the fullest extent that the laws of the Commonwealth of Pennsylvania as in effect on the date of adoption of this Article, or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, a Director shall not be personally liable for monetary damages as a result of any action taken, or failure to act, unless such action or inaction constitutes

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both: (a) a breach of or failure to perform his/her duties in compliance with the standards of fiduciary care prescribed in 15 PA C.S. Section 5712 and 5713 (i.e. in good faith in a manner he/she reasonably believes to be in the best interest of the MTA, and with such care, including reasonable inquiries, skill and diligence, as a person of ordinary prudence would use under similar circumstances); and (b) self-dealing, willful misconduct or recklessness, subject to exception provided by said Act for his/her responsibility or liability under any criminal statute and his/her liability for payment of taxes (15 PA C.S. Section 5713).

In performing his/her duties, a Director may rely in good faith upon information, opinion, reports or statements, including financial statements and other financial data, prepared or presented by: (a) one or more officers or staff members of the MTA whom the Director reasonably believes to be reliable and competent in the matters presented; or (b) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Board upon which the Director 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, however, if such Director has knowledge concerning a matter that would cause his/her reliance on any of the foregoing to be unwarranted.

This Article shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

10. Directors may resign by filing a written resignation with the Secretary. In the event of resignation of any Director, or vacancy by reason of removal or other cause, the Board shall consider election of a successor as soon as possible.

V. Officers

1. Officers shall consist of a Chair, Vice Chair, Secretary, and Treasurer. Any member of the Board is eligible for nomination to any office.
2. Officers shall be nominated and elected by the Board. Officers will serve a term of one year and may be reelected, although after completion of three consecutive terms in an office, an officer shall not serve in that office for one year before being eligible for nomination for another term. Partial terms shall not be considered for application of this requirement.

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3. Officers shall be elected by the Board at an annual Organizational Meeting (see Article VII, Section 3).
4. The Board, by affirmative vote of two-thirds of all Directors, may suspend or expel an Officer for cause.
5. Officers may resign by filing a written resignation with the Secretary. In the event of vacancy in an office, the Board shall name a successor as soon as possible.

VI. Duties of Board and of Board Officers

1. The Board is responsible for establishing strategic direction and management policies and for the generation and allocation of resources that will move the organization toward achieving its mission.
 - a) All Directors shall submit any requests for inclusion of a topic in a Meeting agenda to the Secretary at least ten days before the meeting.
 - b) All Directors shall consider it a duty to attend meetings whenever possible.
2. The Board Chair shall:
 - a) For each meeting, review and approve the drafted Agenda provided by the Secretary, and notify the Secretary of this approval at least five days before the meeting.
 - b) Preside at the Organizational Meeting and at all Board meetings.
 - c) Appoint committee members.
 - d) Perform other duties as associated with the office.
3. The Vice-Chair shall:
 - a) Reserve meeting facilities, and provide timely information about them to the Chair and Secretary.
 - b) As needed, open the building and room for each meeting, arrange the room and post directional signs, and after each meeting clean up the room, remove signs, and secure the room and building.
 - c) Assume the duties of the Chair in case of the Chair's absence.
4. In the event the Chair or Vice Chair is unable to preside at a meeting or represent the Board, those attending shall select a temporary Chair.
5. The Secretary shall:
 - a) Prepare and send a drafted Agenda for each meeting to the Board Chair for approval at least seven days before the meeting, with the drafted Agenda including any topic(s) requested by a Director.
 - 1) Incorporate any changes or additions requested by the Chair.
 - 2) Issue the Agenda to each Director at least three days before the meeting.
 - 3) Provide notice showing the time and place of each meeting to

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the membership at least three days before the meeting. For regular meetings, this requirement is considered satisfied if a meeting schedule has been published in a newsletter distributed to all MTA members or on the MTA website.

- b) Prepares minutes of all Board meetings
 - c) Provide a copy of the minutes to each Director at least three days prior to the next meeting
 - d) Maintain an up-to-date email list of all members.
6. The Treasurer shall:
- a) Prepare monthly statements of revenues and expenses
 - b) Prepare budgets
 - c) Receive dues from supporting/voting members; acknowledge their receipt; and maintain an up-to-date mailing list (with both email and physical addresses) for all supporting/voting members.
 - d) Cooperate with accountants for their preparation of financial statements and auditors for their performance of audits.

VII. Board Meetings

- 1. Regular meetings shall be held.
- 2. Special meetings may be held at any time when called for by the Chair, a majority of Directors, or not less than one-tenth of supporting/voting members, provided that written notice and an agenda has been provided to all Directors as required.
- 3. An annual Organizational Meeting shall be held the third Tuesday in January of each year or as soon as possible thereafter. For the election of Directors at this meeting, a quorum shall consist of five supporting/voting members. If there are more nominee Directors than seats to be filled, those receiving the highest number of votes from supporting/voting members present at the meeting are elected.
- 4. For the election of Officers and any other Board business at the annual Organizational Meeting, and for all other meetings, a quorum shall consist of one more than half the number of Directors. If necessary, a quorum may be achieved by telephone participation.
- 5. For any meeting, in absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- 6. Passage of a motion requires a simple majority (one more than half the Directors present). For any tied votes, and only for this circumstance, the vote of the highest-ranking officer participating in the vote shall be considered to have 110% weight, to break the tie.
- 7. If a Director misses three consecutive meetings, the Board will make inquiry

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of that person's interest and intent. If the Director has not attended the fourth meeting, the Board may remove that Director upon affirmative vote.

8. Agenda items will be accepted from a Director up to seven days prior to a Board meeting, provided however, the Board may permit an agenda item when presented at a meeting conditioned upon a majority vote of those Directors present for the meeting approving the addition of that item to the agenda.

VIII. Committees

1. The Chair may appoint such committees and task forces, standing or special, as may be deemed desirable and authorized by the Board. The Board may call upon non-Directors to serve on committees, but at least one Director shall sit on every committee formed and act as liaison to the Board. The MTA's Chair shall be an ex-officio member of all committees. Once the committee's charge has been completed, it will be dissolved.
2. Any committees formed will be free to elect or designate their own Chair and schedule meetings at their convenience.

IX. Conflict of Interest

1. Any Director who has a financial, personal, or official interest in, or conflict, or appearance of a conflict, with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

X. Fiscal Policies

1. The fiscal year of the MTA shall run from January 1 through December 31.

XI. Nondiscrimination

1. The Directors, Officers, Committee members, employees and persons served by the organization shall be selected or served entirely on a nondiscriminatory basis with respect to age, sex, race, color, political affiliation, religion and national origin. The physically or mentally disadvantaged also shall be selected or served on a nondiscriminatory basis.

XII. Indemnification of Directors, Officers, and Employees.

1. The MTA 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 by

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reason of the fact that such person is or was a Director, officer, employee, committee member or agent of the MTA or is or was serving at the request of the MTA as a Director, officer, employee, committee member or agent of another organization, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for the indemnification is not determined by a court to have constituted willful misconduct or recklessness.

2. To the extent that a Director, officer, employee, committee member or agent of the MTA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue of matter therein, such a person shall also be indemnified against expenses (including attorneys' fees).
3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the MTA in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the MTA pursuant to this Article.
4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue for a person who has ceased to be a Director, officer, employee or agent of the MTA and shall inure to the benefit of the heirs, executors and administrators of such a person.

XIII. Catastrophe

1. Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles, or these bylaws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster causes a majority of the Board to be incapable of acting as such because of death or other physical disability or difficulties of communication or transportation, the other Directors shall constitute a quorum for the sole purpose of electing Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Board acts to elect Directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other

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Director or Directors.

XIV. Dissolution and Distribution of Assets on Dissolution

1. It is intended that this organization last into perpetuity, but may be disbanded any time if the membership of the Board falls below three, or upon affirmative vote of two-thirds of the sitting duly appointed Directors.
2. Upon dissolution of the MTA, all of its net assets, if any, shall be distributed exclusively for charitable and educational purposes to one or more organizations selected by the Board, providing for the development, maintenance, or use of trails in or around Murrysville, which qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or any similar or corresponding law in effect as of the time of dissolution, subject, however, to the laws of the Commonwealth of Pennsylvania. Provided, however, that any assets not so disposed of by the Board shall be disposed by a court of competent jurisdiction of the county in which the MTA is then located to such organizations in Westmoreland County as selected by the court and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended or superseded.

XV. Amendments to Bylaws

1. These by-laws may be amended or repealed by affirmative vote of two-thirds of Directors present at any regular or special meeting duly convened for that purpose. Any meeting of the Directors for the purpose of amending these Bylaws shall be preceded by the giving of five days' written notice to each Director stating that the purpose or one of the purposes of the meeting is to consider the amendment of these bylaws, and such notice shall contain or include a copy of the proposed amendment. Any amendment of the bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the amendment.
2. No provision of these Bylaws shall vest any property or contract right in any person.

XVI. Rules of Order

1. "Robert's Rules of Order Newly Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure of the MTA.

XVII. Written Notice

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1. It is the responsibility of members and Directors to provide notification of their email and mailing address(es) to the MTA Secretary, and to likewise provide notification of any change in email or mailing address.
2. Email notification to a member or Director shall be considered to suffice for the written notices required by these Bylaws (or, for regular meetings, publication of a meeting schedule in a newsletter distributed to all MTA members).