APPENDIX H. SAMPLE TRAIL ORGANIZATION BYLAWS

BY-LAWS OF
REGIONAL TRAIL CORPORATION
(a Pennsylvania Nonprofit Corporation)

ARTICLE I – NAME

The name of this Pennsylvania nonprofit corporation shall be the Regional Trail Corporation.

ARTICLE II – PURPOSE

Regional Trail Corporation is formed to promote the conversion of the following abandoned railroad rights-of-way into recreational trails:

A. Rights-of-way in Allegheny, Westmoreland, Fayette and such other counties as the Board of Directors shall determine.
B. This Corporation 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. The Corporation's secondary objective is the acquisition of adjacent properties for the purpose of conservation and preservation of open space, park lands or natural areas for the public benefit. *
C. The term of existence of the corporation shall be perpetual. However, should the corporation dissolve, either voluntarily or involuntarily, any assets remaining in the corporation shall be distributed only to the counties of Allegheny, Westmoreland, and Fayette, and any other county or counties which may hereafter be represented on the Board of Directors at the time of dissolution. This article shall not be subject to amendment.

ARTICLE III - OFFICES

Section 1. Registered Office. The initial registered office of this Corporation shall be located at 2310 Grant Building, Pittsburgh, PA 15219.

Section 2. Offices. This Corporation 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 individual or organization which supports the purpose of this Corporation and pledges to uphold its By-Laws shall become a Member upon payment of the required dues.

Section 2. Rights. Governmental, Association-Corporation and Individual members shall have the right to vote, to constitute a quorum, to be eligible for election or appointment to the Board of Directors, to initiate petitions to the Board of Directors, and to otherwise participate fully in the activities of the Corporation. Governmental, Association/Corporate, and Individual members shall be entitled to one vote at the membership meeting to elect or remove at large directors.

*amended on 4/19/00, 11/14/07

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

Individual	$ 25.00
Associate/Corporate	$ 250.00
Governmental	$1,000.00

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.

Section 5. Membership Year. The membership year shall begin January 1 and end December 31.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Responsibilities. All ordinary business of the Corporation shall be under the sole care and management of a Board of Directors. The Board shall plan and implement the programs and activities of the Corporation. The Board shall annually present to the Members a report on the state of the Corporation.

Section 2. Powers. The Board of Directors may exercise all the powers of the Corporation, including the authority to conduct its business and to contract for services on behalf of the Corporation 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 eighteen (18) members* comprised of three (3) representatives each to be appointed by the Board of County Commissioners from Allegheny, Westmoreland, and Fayette Counties; and nine persons* to be elected at large by the membership. Such members to be elected or appointed two (2) months prior to taking office.

Section 4. Terms of Office. The Directors shall be elected by and from the eligible membership by the procedure outlined in Article XI. The Board of Directors shall have six (6) Directors that will serve for a one (1) year term, six (6) Directors that will serve for a two (2) year term and six (6) Directors that will serve for a three (3) year term. Allegheny, Westmoreland, and Fayette Counties will each appoint one Director to serve a one (1) year term, one Director to serve a two (2) year term and one Director to serve a three (3) year term. Thereafter, the Directors shall serve terms of three (3) years for a maximum of two consecutive terms. Their terms shall be arranged so that one-third of the actual number of Directors' terms expire each year. The Directors shall serve without compensation.

Section 5. Vacancies and Removals—County Directors. The County appointing a Director shall have the power to fill a vacancy on the Board created by the resignation of its appointee, and the person so appointed shall serve until the expiration date of the unexpired term. Any appointee may be removed from the Board of Directors by the County appointing that Director. If at any time, the Board has fewer than the maximum number of eighteen (18) Directors*, the Board may, at its option, appoint members to increase its size within that limit. An appointment to fill a vacancy created by a Director not appointed by the County shall be made by the Board at the next Board of Directors meeting occurring after such a vacancy occurs.

Section 6. Removal—At Large Directors. Any at large 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) consecutive Board meetings, unless detained by sickness or absent due to reasonable cause communicated to the Board, he shall automatically forfeit Board membership.

ARTICLE VI – OFFICERS

Section 1. Officers. The Officers of the Corporation shall include a President, three Vice Presidents (one from Allegheny County, one from Westmoreland County, and one from Fayette County), a Secretary, and a Treasurer. The officers shall be elected annually as specified in Section 6. They shall serve without conpensation; however, the Board of Directors may reimburse the Officers for reasonable, necessary, and documented expenses incurred on behalf of the Corporation.

Section 2. President. The President shall be the spokesperson of the Corporation and shall preside at all meetings of the Corporation 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 Corporation; shall, with Board concurrence, appoint Chairpersons of Committees; and shall be a ex-officio member of all committees except the Nominating Committee.

Section 3. Vice Presidents. The Vice Presidents shall act in the absence or disability of the President and when so acting shall have the powers of the President. The Vice Presidents 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 Corporation 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 Corporation records and correspondence. The Secretary shall see that all notices are duly given in accordance with the provision of these By-Laws.

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

Section 6. Elections. The Officers of the Corporation shall be elected annually from among the members of the Board of Directors by majority vote of the new Board of Directors at the first Board meeting following the election of Directors, which shall be held one (1) month before the officers take office.

Section 7. Terms of Office. The term of the first officers of the corporation shall commence upon election and continue until December 31 of the following year. Thereafter, the Officers shall serve for terms of one year beginning on January 1 of each 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.

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 a 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 day to day business of the Corporation between meetings of the Board and recommend policy matters for the Board of Directors to consider. 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 three (3) of its members. Three of the Executive Committee members shall constitute a quorum.

Section 2. Composition. The Officers of the Corporation and the immediate past-president shall constitute the Executive Committee.

ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. All continuing functions of the Corporation, 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 Corporation. Each Standing Committee Chair shall select such Members as are qualified and willing to serve on the Committee.

Section 2. Special Committees. The Board of Directors may establish Special Committees to conduct special activities or functions of the Corporation. 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 recommendation. They shall report in writing to the Board of Directors. No Special or Standing Committee shall represent the Corporation in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

Section 4. Formation of Chapters. The Board of Directors may form chapters in other cities, towns, and boroughs in Pennsylvania, as the Board deems necessary.

ARTICLE IX – MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The first annual membership meeting of the corporation shall be held in November of the year following incorporation. Thereafter, the annual membership meeting of the Corporation shall be held in November of 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 (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 fifteen (15) Members, whichever is less, shall constitute a quorum for the transaction of business at any annual or special meeting of the Corporation. 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 my 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 – MEETINGS 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. 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.

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 Corporation, of any provision of these By-Laws.

ARTICLE XI – ELECTION OF AT LARGE BOARD MEMBERS

Section 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

Corporation 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 at large vacancy to be filled on the Board of Directors in the ensuing election. Candidates shall be selected from the current 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 the resolution of the tie.

Section 4. County Directors. The names of all County appointees will be made available by the County Board of Commissioners at the annual meeting.

ARTICLE XII – AMENDMENT OF BY-LAWS

Section 1. Proposals. Proposed amendments to the By-laws of this Corporation may be initiated by the Board of Directors or by a petition signed by twenty-five (25%) percent of the Members and submitted in writing to the Board of Directors for approval.

Section 2. Amendment. These by-laws may be altered, amended, repealed or added to by an affirmative vote of two-thirds (2/3) of all the Board of Directors, provided written notice of the amendment is given two (2) weeks in advance of the meeting.

ARTICLE XIII – SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE XIV – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification of Authorized Representative. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by 42 Pa. Cons. Stat. S8365 of the Directors' Liability Act contained in the Act of November 28, 1986 P.L. 1458, No. 145, as amended 1988, Dec. 21, P.L. 1444, No. 177, S203, effective Oct. 1, 1989), 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 Corporation, 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.

Section 2. Expenses. The Corporation 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 Corporation 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 Corporation for the reason set forth in Section 4 hereof.

Section 3. Indemnification of Unauthorized Representative. The Corporation 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 Corporation 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 Corporation 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. The Corporation 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 of preceding referred to in this Section 3 in advance of the final disposition of such action, suit or preceding 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 Corporation for the reason set forth in Section 4 hereof.

Section 4. Prohibition. Indemnification under this Article shall not be made by the Corporation 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 Director's 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, Dec. 21, P.L. 1444, No. 177, S203, effective Oct. 1, 1989, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 5. Powers. The Board of Directors shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time, to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance. The Corporation 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 Corporation 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 Corporation would have the power to indemnify such Director or officer against such liability under the provisions of this Article. The Corporation 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 of such insurance is substantially disproportionate to the amount of coverage, or (ii) the coverage provided by such insurance is so limited by exclusion that there is insufficient benefit from such insurance. The Corporation 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 Corporation would have the power to indemnify such person against liability under the provisions of this Article.

Section 7. Reliance. Each authorized representative of the Corporation 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 Corporation, and shall continue as a person who has ceased to be an authorized representative of the Corporation and shall inure 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 Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation 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 Defined. For the purposes of this Article, ther term "authorized representative" shall mean a Director, officer, employee, or agent of the Corporation, or a director, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE XV – ELIMINATION OF DIRECTORS' LIABILITY

Section 1. Director Liability. A Director of the Corporation 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 Director's 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, Dec. 21, P.L.

1444, No. 177 S203, effective Oct. 1, 1989, as in effect at the time of the alleged action or failure to take action by such Director.

Section 2. Modification. Any repeal or modification of this Article by the Members or the Directors of the Corporation 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 Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

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

* amended from the original by-laws by a majority vote of the Board of Directors