

BY-LAWS OF  
FRENCH CREEK RECREATIONAL TRAILS, INC.  
(A Pennsylvania Nonprofit Corporation)

ARTICLE I – NAME

The name of this Pennsylvania nonprofit corporation shall be French Creek Recreational Trails, Inc.

ARTICLE II – PURPOSE

French Creek Recreational Trails, Inc. is formed to promote the conversion of abandoned railroad and other rights-of-way into recreational trails located in Crawford County and/or Northwest Pennsylvania and the acquisition and management of other rights-of-way and/or real estate for use in recreation and historic preservation. 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 adjoining these rights-of-way.

ARTICLE III – OFFICES

Section 1. The initial registered office of this corporation shall be located at 747 Terrace Street, Meadville, Crawford County, Pennsylvania 16335.

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

ARTICLE IV – MEMBERSHIP

Section 1. Qualifications. Any persons who sympathizes with 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. 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 Corporation.

Section 3. Types. Membership types are Individuals, Family, Supporting, Founding, Corporate, and Honorary. Annual dues shall be set by the Board of Directors and may be changed from time to time by official action of said Board. Each of the categories, except honorary members, shall entitle the membership holder to one vote at 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.

## 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 of Directors shall be responsible to the membership for recommending goals, objectives, and policies of the Corporation and the proper mechanisms for supporting and promoting them. 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 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 no fewer than nine (9) and no more than twenty-one (21) persons, five of whom shall be the Officers of the Corporation. 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. The Directors shall serve terms of three (3) years for a maximum of two (2) consecutive terms. Their terms shall be arranged so that one-third of the actual number of Directors' terms expires each year. They shall serve without compensation; however members of the Board of Directors may be reimbursed for reasonable, necessary and documented expenses incurred in performance of their duties as a Board Director.

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 twenty-one (21) 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 the office, for cause, by two-thirds vote of the Board of Directors. If a member of the Board of Directors shall absent himself from three (3) successive Board meetings, unless detained by sickness or absent due to reasonable cause communicated to the Board, he may be removed from Board membership, at the discretion of the Board of Directors.

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 Corporation, provided that a copy of such resolution shall have been sent to each member of the Board of Directors prior to the corporation meeting and to the members with the call for the meeting.

Section 8. Director Emeritus. From time to time, a previous serving member of the Board of Directors may be recognized as a "Director Emeritus". These persons shall have demonstrated to the board and membership of FCRT a period of significant contribution of time and talent to the organization. A Director Emeritus shall be nominated and elected by the Board of Directors. This position on the board shall neither have a vote nor count toward a quorum in attendance.

## ARTICLE VI – OFFICERS

Section 1. The Officers of this corporation shall include President, Immediate Past President, Vice President, Secretary, and Treasurer. The officers shall be elected annually as specified in Section 7. 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 Corporation.

Section 2. President. The President shall be the spokesperson for 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 an ex-officio member of all Committees except the Nominating Committee.

Section 3. Immediate Past President. The immediate past president shall serve to provide continuity of leadership between successive Presidential officers. The Immediate Past President shall assume their post upon election of a new President and serve for the entire period of the new President's terms. The Immediate Past President will be a member of the Executive Committee, and the Board of Directors, with vote. Should the position of the Immediate Past President become vacant for any reason, no successor will be designated until the then seated President becomes, by succession, the new Immediate Past President.

Section 4. 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 concurrence of the Board.

Section 5. 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 provisions of these By-Laws.

Section 6. Treasurer. The Treasurer shall be responsible for the receipt and dispersal 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 require by law to file. The Treasurer shall be bonded at the expense of the Corporation.

Section 7. Elections. The Officers of the Corporation 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.

Section 8. Terms of Office. The Officers shall serve for terms of one year or until replacement or resignation. Their terms shall begin immediately upon election. A maximum of three (3) consecutive one (1) year terms may be held by an individual in any office. When necessary, terms may be extended at the discretion of the Board of Directors until a replacement is elected.

Section 9. 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 10. 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 9.

## ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Responsibility. The Executive Committee shall manage the business of the Corporation between meetings of the Board. It may execute all powers of the Board of Directors of a routine, usual, or emergency nature except for the appropriation of funds. The Executive Committee shall be convened by the President upon his/her direction or upon request any four (4) of its members. Three of the Executive Committee members shall constitute a quorum.

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

## ARTICLE VIII – STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. The President shall, subject to the Board of Directors approval, appoint Standing Committees that may be necessary to carry out the program of the Corporation.

Section 2. Special Committees. The Board of Directors may establish Special Committees to conduct special activities or functions of the Corporation.

Section 3. Authority. It shall be the function of Committees to investigate and make recommendations. They shall report their activity 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.

## ARTICLE IX – MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The annual membership meeting of the Corporation shall be held each year, at a date, time, and place designated by the Board of Directors. The Secretary shall ensure that notice is sent to each Member at least fifteen (15) days in advance of each Annual Meeting.

Section 2. Special Meetings. Special meeting 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 twenty (20%) percent or more of the Members to consider those questions stated on the petition. The Secretary shall ensure that 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 in 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 a 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 via e-mail, phone or postal mail.

## 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 or the Board of Directors may, for cause, cancel or postpone a Board meeting. Attendance at meetings may be allowed electronically, with prior approval of the Board of Directors.

Section 2. Special Meeting of Directors. Special meeting 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 and the public 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 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 present in person or represented by proxy, shall constitute a quorum at all meetings of the Board of Directors. The vote of the 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, or any provisions of these By-Laws.

## ARTICLE XI – ELECTION OF 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 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 eighteen (18) years of age. Membership on the Nominating Committee will not disqualify a person from 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. The new Directors shall be elected by a vote conducted at the Annual Meeting. Nominations shall also be accepted from the floor at the time of election, but no member shall be nominated without his/her consent. Election shall occur by voice vote by a majority of the members in attendance 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 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 each member is informed of the proposed amendment with notice of time and place of a regular or special meeting of the membership to act upon the same. Said meeting shall not be less than fifteen (15) days after notification.

Section 3. Adoption. Any proposed amendment to the By-Laws shall require a favorable vote of two-thirds of the Members present for approval.

## ARTICLE XIII – FINANCE

Section 1. Calendar Year. The calendar year of the Corporation shall end on December 31.

Section 2. Execution of Documents. The President of the Corporation may sign and execute in the name of the Corporation 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 Corporation must be signed by any two of the following three persons: the President, the Treasurer, and 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 Corporation to real estate, securities, and trust funds.

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

Section 6. Bonding. The Treasurer shall be bonded. The Board of Directors may designate other officers to be bonded. Such bonding shall be at the expense of the Corporation.

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

#### ARTICLE XIV – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall indemnify, to the fullest extent now and hereafter permitted by law (including but not limited to the indemnification provided by 42 Pa.Cons.Stat. §8365 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, §203, effective Oct. 1, 1989), each person who was or is made party to 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 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.

Section 2. 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. The expenses incurred by such a person shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding only upon receipt of and 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. 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 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 Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his/her participation in an 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 and 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. 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 in the Directors' Liability Act, 42, Pa.Cons.Stat. SS 8361, 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. 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 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. The Corporation shall purchase and maintain insurance on behalf of each Director and officer against a 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 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 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 such liability under provisions of this Article.

Section 7. 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 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. For the purposes of this Article, the term "authorized representative" shall mean a Director, officer, employee or agent of the Corporation, or a director, custodian, administrator, committeemen or fiduciary of any employees 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. A Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take action, provided, however, that this provision shall not eliminate or limit liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by the Directors' Liability Act, 42 Pa. Cons. Stat. SS 8361 et. seq., contained in the Act of November 28, 1986, p.m. 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. 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 insure to the benefit of heirs, executors and administrators of such persons.

## 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.

Revised: November, 2010

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