

Keystone Trails Association

Bylaws

Last Revision – 4-8-2017

Article 1: Name

The name of this Association shall be Keystone Trails Association, Inc., hereinafter referred to as “the Association”.

Article 2: Objectives

Keystone Trails Association is a federation of membership organizations and individuals dedicated to providing, preserving, protecting and promoting recreational hiking opportunities in Pennsylvania, and to representing the interests and concerns of the Pennsylvania hiking community. The Association is a volunteer-directed, public service organization.

The objectives of this Association shall be to:

- Coordinate the efforts of walking and hiking groups in and around Pennsylvania;
- Develop, build, and maintain hiking trails, including trail support facilities;
- Protect hiking trail lands through support and advocacy, as well as by acquisition when desirable and feasible; and
- Educate the public in the responsible use of trails and the natural environment.

Article 3: Membership

There shall be three categories of membership: individual, organizational, and partner.

3.1 Individual Membership

Any person, regardless of race, sex, national origin, age, religion, sexual orientation or disability, shall be accepted as an individual member upon making a membership contribution to the Association.

Such members are entitled to attend and participate in general membership meetings, and to vote by ballot for Representatives-at Large of the Council. Only members in good standing whose membership contributions are current shall be allowed to vote.

3.1.1 Life Membership

Life membership shall be available to any person upon making a membership contribution at a level established by the directors. Life members shall have the same rights and privileges as individual members.

3.1.2 Honorary Membership

Persons may be recommended for honorary membership by any member in good standing, and upon approval by the Board of Directors, shall be so honored. Honorary members shall not be required to make a membership contribution and shall have the same rights and privileges as individual members.

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3.2 Organizational Membership

Organizational members shall be limited to not-for-profit organizations (1) that sponsor hikes and/or maintain hiking trails OR (2) own or manage land on which hiking trails open to the public are maintained. Each such organization shall make a membership contribution as set by the Board of Directors, and its representative shall be a voting member of the Council.

3.3 Partner Membership

Other organizations, both for-profit and not-for-profit, that support the objectives of the Association as enumerated in Article 2 of these Bylaws may become Partners upon making a membership contribution but shall have no voting rights. This category shall include youth organizations whose members are under the age of 21.

3.4 Approval for Organizational and Partner Memberships

Applications for organizational and partner memberships shall be reviewed and approved by the Board of Directors. The Board may approve the application by a majority of those present and voting at any Board of Directors meeting.

Article 4: Organization

There are three organizational levels:

- (A) the general membership,
- (B) the Council and
- (C) the Board of Directors.

4.1 General Membership

The general membership is the base of the Association upon which everything else depends. It includes all members in all categories.

4.2 Council

The Council shall consist of one representative from each organizational member, 12 representatives-at-large elected by the individual members, the members of the Board of Directors, and the chairs of the standing committees.

The Council shall be responsible for the ratification of the annual budget and the approval of amendments to these Bylaws. The Council shall be kept informed by the Board about major decisions pending or adopted and shall be expected to give advice and make recommendations to the Board.

The Council representatives of organizational members shall serve at the pleasure of the organizations they represent. Unless the Secretary or the Executive Director is otherwise notified, the president or chief elected official of each such organization shall be considered its representative to the Council.

The representatives-at-large shall be elected for a two-year term as prescribed in Article 5.1.3, and are not barred from seeking re-election to subsequent terms.

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4.3 Board of Directors

The Board of Directors shall consist of at least nine and not more than fifteen members elected by the Council. Board members shall serve staggered three-year terms, with at least three and not more than five members elected each year. The Executive Director also serves on the Board, as described elsewhere in these By-Laws.

The Board shall manage the affairs of the Association and shall develop policies and approve actions that carry out the mission of the Association, taking into account advice given and recommendations made by the Council.

Whenever a seat on the Board becomes vacant prior to completion of a term, the Board President shall propose a replacement which shall be approved by the Board. A director appointed to fill a vacancy shall serve for the unexpired term of that director's predecessor in office.

The Board shall have the authority to initiate legal action in state or federal court.

4.4 Removal of Board Members

A Board member may be removed from office for cause by a two-thirds vote of the remaining directors, provided that notice of such proposed action shall be sent to all Council members at least 25 days in advance of the meeting at which such action is to be on the agenda. In addition, the Board member who is the subject of the proposed vote shall be provided, at least 25 days in advance, with a statement of the reason(s) for the proposed removal, and shall be provided with an opportunity to respond before any removal vote is taken.

Article 5: Nominations and Elections

5.1 Nominating Process

Not later than April 1 of each year the Board shall elect a three member Nominating Committee to serve staggered two year terms. The names of the members of the Nominating Committee shall be published in the official publication of the Association in the first issue following the designation of the Nominating Committee. Nominations of members of the association willing to serve as members of the Board may be made by petition submitted by a minimum of ten members of the Association and accompanied by written consent of the nominee. Petitions shall be delivered to either the Nominating Committee or the Secretary not later than 30 days prior to the Annual Meeting.

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5.1.1 Nominating Committee

The Nominating Committee shall consist of one member from the Board, one member from the Council and one general member from the membership at large. The Board shall designate the Chair.

Each year the Nominating Committee shall present a list of qualified candidates for the seats to be filled on the Board of Directors. The list shall be published in the official publication of the Association prior to the Council's Annual Meeting, and shall also appear in the notice of the Annual Meeting which shall be e-mailed or postal mailed not later than 25 days prior to the date of the Annual Meeting.

Nominations of persons willing to serve as members of the Board may be made by petition and accompanied by written consent of the nominee. Petitions shall be delivered to either the Nominating Committee or the Secretary not later than 30 days prior to the Annual Meeting.

The Nominating Committee shall also create a slate of Officers to be elected at the Council's Annual Meeting.

If there are more nominees for the Board than the number of seats to be filled, voting shall be by ballot and plurality votes. A quorum is all voting members.

5.1.2 Board of Directors

The Board of Directors shall consist of all elected or appointed Directors plus all elected or appointed Officers.

The election for seats on the Board of Directors shall take place at the Council's Annual Meeting each year. Except for a Director filling an unexpired term, the term of each Director shall begin on November 1 after his or her election, and expire on October 31 of the year his or her term expires.

An individual may serve no more than nine consecutive years as a Director.

Directors shall serve without compensation for their service as Directors. Directors may receive compensation for service to the organization in other capacities and reimbursement for expenses incurred in furtherance of organization business; to the same extent such compensation or reimbursement is provided to non-Directors.

When any Officer or non-officer member of the Board fails to attend three (3) consecutive Board and/or General Meetings without having a valid acceptable reason for absence as determined by the remaining officers and non-officers directors, the office or directorship may be declared vacant by a majority of the Board. An office or Directorship shall be declared vacant immediately upon the death or resignation of any officer or non-officer director. Resignations of Officers or non-officer members of the Board shall be effective upon receipt by the Secretary of the organization of written notice.

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5.1.3 Council Representatives-at-Large

In odd numbered years the Nominating Committee shall prepare a slate of at least twelve qualified candidates for representative-at-large to the Council. The slate shall be published in the official publication of the Association prior to the Annual Meeting of the General Membership and shall also appear in the notice of this meeting that shall be mailed not later than 25 days prior to the date of this meeting.

Nominations of persons willing to serve as Representatives-at-Large may be made by petition signed by at least ten individual members in good standing, provided that such petition shall be accompanied by the consent of the nominees to have their names placed on the ballot. Petitions shall be delivered to either the Nominating Committee or the Secretary not later than 25 days prior to the Annual Meeting

Only individual members of the Association shall be eligible to serve as Representatives-at-Large.

The election of Representatives-at-Large shall take place at the General Membership's Annual Meeting in odd numbered years, and those elected shall take office immediately upon election.

The names of those so elected shall be published in the official publication of the Association in the issue immediately following the meeting.

A vacancy for the unexpired term of a Representative-at-Large shall be filled by the Nominating Committee and voted upon at either a special or regular meeting of the Council or by mail or email.

Article 6: Officers

Following the election for the Board of Directors each year, the Council shall elect the Association's officers for the year from among the elected members of the Board.

Officers of the Association shall be a President, Vice President, Secretary, and Treasurer. These officers shall also function as the officers of the Board and the Council.

Officers shall be elected for a one-year term at the annual meeting, and may stand for re-election. Except for an Officer filling an unexpired term, the term of each Officer shall begin on November 1 after his or her election, and expire the following October 31.

An individual may serve no more than three consecutive years as President.

Duties of the officers shall be those customarily assigned to the respective offices, or as the Council may otherwise direct.

If for any reason the office of President becomes vacant, the Vice- President shall succeed to the office of President. Should a vacancy occur in any of the other offices, the Board of Directors shall designate an interim replacement until the next regular meeting of the Council, when someone shall be elected to serve out the unexpired term. An officer may be removed by the Board using the same procedures in accord with a Board member.

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The President shall preside at all meetings of the Board as Chair. The President shall perform all duties attendant to that office, subject , however, to the control of the Board, and shall perform such other duties as on occasion shall be assigned by the Board.

The Vice-President shall preside at meetings of the Board as Chair in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board.

The Secretary shall be responsible for assuring that records are maintained for Board and Council actions.

The Treasurer shall be responsible for chairing the Finance Committee, recommending financial strategy, assuring that financial records are accurate and assist in preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public. The Treasurer shall make a financial report at each Board meeting,

Article 7: Executive Director

The President, with the approval of the Board, shall have the authority to employ an Executive Director, either full-time or part-time as the Board deems appropriate.

The Executive Director shall report to the President.

Should the Executive Director become temporarily unable to fulfill the duties of his office, the President, with the approval of the Board may appoint an Acting Executive Director for the duration of the disability.

The Executive Director shall attend - as an ex-officio, nonvoting member of the Board and the Council and an ex-officio member of committees except the Nominating Committee and those considering his or her performance and compensation.

The Executive Director shall implement the Board's policies and decisions as directed by the President, and shall supervise and execute the day-to-day business and affairs of the Association.

The Executive Director, with the approval of the Board, shall have the authority to hire additional supporting staff as appropriate.

Article 8: Meetings

8.1 Meetings of Membership

There shall be one general membership meeting each year: the Annual Meeting. At the Annual Meeting all members present shall be given an opportunity to ask questions, raise issues, express concerns, and offer suggestions. All comments made at the meeting shall subsequently be reviewed by the Board of Directors, and a general response shall be printed in the official publication of the Association.

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Special Meetings of the membership may be called by a vote of a majority of the Board. Notice of the time, place and agenda of the special meeting shall be delivered to the members of the Association at least thirty days in advance of the special meeting. Such notification may be by means of the Association's official publication, or by postal mail or by electronic mail.

8.2 Council Meetings

The Council shall meet at least twice per year, with one of the meetings to be held in conjunction with the Annual Meeting.

The date, time, and place of regular Council meetings shall be published in the official publication of the Association and posted on the Association's web site not less than 45 days prior to said meeting, and sent by mail or e-mail at least 25 days in advance of the meeting to all voting members of Council. Special meetings of Council may be called by the President as necessary, notice to be mailed to Council members not less than ten days in advance. Special meetings of Council may be called upon written request to the President by any six Council members, with notice to be mailed to Council members not less than ten days in advance. Special meeting notices shall also include the purpose of the meeting.

A quorum to conduct business at a Council meeting shall be at least one-fourth of those entitled to vote.

The principle of "one person, one vote" shall be followed so that no person may vote more than once on any motion regardless of the number of positions held.

All Council meetings shall be open meetings.

8.3 Board of Directors Meetings

The Board of Directors shall meet at least four times per year, with one of the meetings to be held in conjunction with the Annual fall Meeting. A quorum to conduct business at a Board meeting shall be a simple majority of voting Board members, including at least two officers, attending in person or through teleconferencing. If less than a quorum of the Board is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Any action required or permitted to be taken at a meeting of the Board (including amendment of these By-Laws) or of any committee may be taken without notice or a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

The schedule for the next fiscal year shall be planned and announced prior to the beginning of the year. Meetings may be cancelled or postponed under special conditions by the Executive Committee or the full Board. Except when meeting in executive session, Board meetings shall be open to all members of the Association, who may participate on a non-voting basis. Special meetings may be called by the President or at the request of any two (2) directors

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by notice, e-mail or telephone to each member of the Board not less than forty-eight (48) hours before such meeting, unless such notices are waived by all directors.

Article 9: Committees

There shall be the following standing committees:

- (1) Finance Committee
- (2) Executive Committee
- (3) Nominations Committee
- (4) Trail Care Committee

The Chairpersons of the standing committees shall be appointed by the President with the concurrence of a majority of the Board of Directors. The Board may, by resolution adopted by a majority of the Directors in office, establish special committees of the Board composed of at least two (2) persons. All committees except for the Executive Committee may include non-Board members. The Board may make such provisions for appointment of the chair of such committees establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs and activities of the organization.

The Chairpersons of standing committees shall be considered voting members of Council for the duration of their respective terms.

The Chairperson of each special committee shall be established by the Board annually. Each Chairperson shall submit an annual report of the committee's activities to the board.

The Board shall establish the mission for each special committee. These missions shall be reviewed periodically by the Board.

Committees may convene in person, by telephone, or by e-mail or by other forms of technical communication.

The Executive Committee, consisting of the Officers and two other Board members appointed by the President with the approval of the Board, shall have the full powers of the Board between Board meetings to deal only with issues requiring immediate action which, in the judgment of the Executive Committee, cannot wait until the next Board meeting.

Article 10: Financial Administration

10.1 Membership Contributions

The Board shall establish annual individual and organizational membership contributions levels as well as the life membership contribution level.. Notice of the proposed change shall be provided in advance to all members of Council. Failure to make a membership contribution within a period of time set by the Board shall result in the termination of membership

10.2 Books and Records

Correct and complete financial records, membership records, and minutes of Board and Council meetings shall be maintained and shall be available to members for examination upon written request.

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10.3 Payment Obligations

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificated shall be signed or endorsed by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the Board.

10.4 Fund Deposits

All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select or as may be selected by the President or by any other officer or officers or agent or agents of the Organization, to who such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned and delivered on behalf of the Club by any officer or agent of the club.

10.5 Fund Disposition

The Funds of the Club may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or bank accounts, stocks, bonds, mutual funds or other securities, as the Board in its sole discretion may deem desirable and which are permitted to organizations exempt from Federal income taxation under Section 501 C (3) of the Internal Revenue Code.

10.6 Funding Authorization

No funds of the Organization may be expended nor may the Organization be obligated financially, except as authorized by a majority of the Board, either specifically or in an approved budget.

10.7 Income

No part of the income of the Organization shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons; except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered, provide reasonable reimbursement for expenses incurred in furtherance of Organization business, and to make payments and distribution in furtherance of the purposes of the Organization.

10.8 Fiscal Year

The fiscal year of the Association shall run from October 1 of each year to September 30 of the following year.

10.9 Audit

Financial records shall be audited at least annually by a Certified Public Accountant selected by the Board, with certification by the CPA provided to the Board and Council.

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A summary of the Association's financial report as of the end of the fiscal year, together with the CPA certification shall be published in the Association's official publication.

10.10 Budget

Before the start of each fiscal year the Board shall adopt a budget for the following fiscal year. The budget shall be prepared by the Finance Committee, in consultation with the Executive Director, and with the various officers, Board members and committee chairs. The annual budget shall be subject to ratification by the Council.

The Board shall review the budget throughout the year, and shall make adjustments as necessary, except that any Board action during the budget year that would increase the total of budgeted expenditures by more than ten percent shall be subject to approval by Council.

10.11 Gifts

The Board may accept on behalf of the Association any contribution, gift bequest, or devise for the general purposes or for any special purpose of the Association.

Article 11: Organization Activities

The organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Law).

Article 12: Affiliations

The Board of Directors may authorize the affiliation of the Association with other organizations if it is deemed that such affiliation shall further the aims of the Association.

Article 13: Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall Govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article 14: Dissolution

In the event of the dissolution of the Association, the property of the Association shall be conveyed to an organization having similar objectives and purposes. The Association may be dissolved only by a two thirds vote of the Council, provided that notice of such intended action shall be sent by the Secretary to all Council members at least 30 days prior to the date of the meeting at which the matter of dissolution is to be considered. Upon dissolution of the Organization, the Board shall, after paying or making provision for the payment of all of the liabilities of the organization, distribute the remaining assets, provided however, the transferee organization shall then be qualified as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

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Internal Revenue Law), and has been in existence and so qualified for a continuous period of at least sixty (60) calendar months.

Any remaining assets not so distributed by the Board shall be disposed of by the Court having jurisdiction of dissolution and liquidation exclusively to such organization (s) of similar purposes, as said Court shall determine, which are then qualified tax exempt organizations as defined above.

Article 15: Amendments

Amendments to these bylaws may be proposed by a minimum of five members in good standing. To be adopted, a proposed amendment must be approved by two-thirds of those present and voting at a meeting of Council.

Proposed amendments may be considered at any regular or special meeting of Council, provided that members have received notification in writing of the proposed amendment not less than thirty days prior to the meeting. Such notification may be by means of the Association's official publication or by postal mail or by electronic mail.

Article 16: Rules and Regulations

The Board may from time to time make such rules and regulations as it deems advisable, which are consistent with the Articles and By-Laws.

Article 17: Indemnification

Every member of the Board, officers, employee of the Organization or other person acting on behalf of the Organization (hereinafter "Organization Representative) may be indemnified by the Organization to the extent permitted by applicable law against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Organization Representation in connection with any threatened, pending or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been an Organization Representative, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that the indemnification herein shall apply only when the Board approves such indemnification as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such Organization representative is entitled.

Article 18: Implementation and Review of Bylaws

All officers elected under the prior Bylaws, and serving as of the effective date of these Bylaws shall remain in office and serve as if elected under these Bylaws until their successors are elected. These Bylaws shall be reviewed by a committee of the Board of Directors at least once every five years.

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Discussion of Changes made in 2017 from 2016 By-Laws

6 - An individual may serve no more than three consecutive one year terms as President.

Discussion of Changes made in 2016 from 2013 By-Laws

5.1.2; 6 - Previously, terms for officers and directors followed the fiscal year, from October 1 to September 30. This is unworkable since now the Fall Hiking Weekend, including the Annual Membership Meeting, occurs in October, after the terms of the new Officers and Directors would have already begun. The terms for Officers and Directors will now run from November 1 through October 31.

8.2 - Changed to clarify that notice of regular Council meetings shall be published in the official publication of the Association and posted on the Association's web site not less than 45 days prior to said meeting, and sent by mail or e-mail at least 25 days in advance of the meeting to all voting members of Council. Special meetings of Council may be called upon written request to the President by any six Council members, with notice to be mailed to Council members not less than ten days in advance. Previous subsection 8.2 was somewhat unclear on this point.

Discussion of Changes made in 2013 from 2008 By-Laws

3.2- Changed to clarify that Organizational Members must either (1) sponsor hikes and/or maintain hiking trails or (2) own or manage land on which hiking trails open to the public are maintained. Either (1) or (2) is sufficient to qualify an organization for membership.

3.4- Formerly included review by Membership and Development Committee

4.3- Clarified that the President shall propose persons to fill vacancies on the Board and the Board shall approve the replacement. The Board now has the authority to initiate legal action.

4.4- The Board now has the authority to remove a Board member, after notifying Council.

5.1- Clarified that the President shall propose the members of the Nominating Committee, and the Board approves the members. Petitions nominating other candidates must be submitted by at least ten Association members.

5.1.2-The Board now has the authority to remove Board members who miss several meetings without an acceptable reason. Previously they were removed automatically.

6- Duties of Officers are clarified and described in more detail.

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7- Clarifies that the Executive Director reports to the President and the Board. In the event the Executive Director becomes disabled, the Board may appoint an acting ED. Previously, this read “shall appoint”. It is felt there may be cases where it is unwise or unnecessary to appoint an acting ED, such as a very short term disability.

8.1- Now permits special membership meetings to be called. This might be necessary in rare cases, such as a proposed merger, etc.

8.3- Allows for written consent in lieu of meeting. Sets out procedure for calling special Board meetings.

9- Four committees are eliminated as standing committees: publications, membership & development, trail club services and conservation & advocacy. Some of these committees have not been active recently, meaning we have been in violation of the by-Laws. The Board hopes to re-establish most or all of these as special committees, if we can find persons to fill them. Allows the Board to establish special committees from time to time.

Previous Article 10- Eliminates Article requiring the board to develop trail policies. The Association may still develop trail policies, if it is felt to be necessary. However, other organizations such as DCNR may be handling this sufficiently.

Article 10- We added language commonly found in the By-Laws of non-profits clarifying the financial authorities and responsibilities of the Association.

Note – This final version reflects minor changes to Articles 9, 10.5 and 14 approved by Council in its meeting subsequent to the Board’s approval on October 12, 2013. The Board subsequently approved these minor changes by written consent in lieu of meeting.