

Bylaws of The Philadelphia Trail Club

Corporate Name

1. The name of the Corporation shall be as stated in the Articles of Incorporation, as follows: THE PHILADELPHIA TRAIL CLUB.

Objects

2. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following objects and purposes (as stated in the Articles of Incorporation):

A. To encourage an interest in and love for the out-of-doors through camping, tramping, canoeing and similar sports;

B. To explore and develop the facilities for enjoyment of these activities in the regions adjacent to Philadelphia and as far west as the Appalachian Trail (AT);

C. To encourage appreciation and education of the region through knowledge of its geology, topography, forestry, botany and wild life; and,

D. To fulfill its statutory responsibility, under Section 7 (h) of the National Trail System Act, for a section of the AT, requiring the Club to be co-manager with the Appalachian Trail Conference to include construction, maintenance, management and monitoring of the AT.

Offices

3. The registered office shall be located at such place within the Commonwealth of Pennsylvania as the Board of Directors shall from time to time determine.

4. The Corporation shall also have offices at such places as the Board of Directors may appoint.

Seal

5. The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation (1981) and the words "Corporate Seal, Pennsylvania" This seal shall normally be in the possession of the Secretary.

Membership

6. Qualifications for membership shall be determined by the Board of Directors and approved by vote of the general membership. The dues, if any*, payable by members shall be fixed from time to time, and assessed by the Board. Members are entitled to all privileges of the Club including the right to attend general membership meeting; to make motions and vote at such meetings; to attend board meetings as observers; and to hold office in the Club. **Club members with at least 50 years in the Club do not have to pay dues to retain their membership in the Club.*

Officers and Councilors

7. The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. In addition, there shall be four Councilors to assist and advise the officers as the President may direct. All of these persons shall be elected as specified in Paragraph 123 of these By Laws.

Committees

8. There shall be standing committees of the Corporation on Membership, Budget, Excursions, Hiking, Trails, and Trustee-Philadelphia Trail Club Memorial Fund, the chairpersons of which shall be elected as specified in Paragraph 13. The number, titles, and responsibilities of these committees may be changed by amending these By-Laws as specified in Paragraph 39. Co-chairpersons may be elected for any or all standing committees at the discretion of the Board; however, each such committee shall possess only one vote on matters coming before the Board for consideration. There shall also be elected a Bulletin Editor and an Archivist, also as specified in Paragraph 13. In consultation with the President, chairpersons, the Bulletin Editor and the Archivist may, from time to time, select from the general membership as many committee members or assistants as they see fit, so long as these members agree to serve.

Meetings of General Membership

9. Meetings of the members shall be held at such places and times as the Board may determine, upon at least thirty (30) days written notice sent to each member; e.g. as in the Bulletin.

MEETINGS OF THE GENERAL MEMBERSHIP(CONT)

10. Each member present shall be entitled to one vote on any motion brought to the floor for consideration during such meetings.

11. One tenth of the members shall constitute a quorum for any regular or special meeting of members.

ANNUAL MEETING

12. The annual meeting of members shall be held during the month of April at a place and time designated by the Board of Directors. Each member shall receive at least thirty (30) days' notice in writing of the annual meeting. Normally, this notice will appear in the Bulletin.

13. At the annual meeting, the officers and councilors specified in Paragraph 7, the chairs of committees, the Bulletin Editor and the Archivist specified in Paragraph 8 shall be elected. The elected members shall constitute the Board of directors. All persons shall be elected for one year except the two councilors, each of whom shall be elected for two years. With two councilors elected each year for two year terms, there will at all times be four Councilors in office. The Vice-President shall be elected with the understanding that he or she will normally be nominated by the Nominating Committee for President for the following year. There shall be no restrictions on the power of the nominating committee to nominate persons to a second or further term for any Board position. Generally, however, changes in leadership are to be encouraged.

14. Prior to the annual meeting, the books of the Treasurer(General Operating Fund) and the Trustee Committee(Philadelphia Trail Club Memorial Fund) should be audited and audit finding presented to the Board of Directors and to the general membership. The auditor should be independent of these two fund managements.

SPECIAL MEETINGS OF MEMBERS

15. Special meeting of the members shall be called by the President upon thirty (30) days' written notice to each member. Such meetings may be initiated by majority vote of the Board. They may be also be initiated by written petition to the Board from ten(10) or more members, stating the purpose of the meeting, and by subsequent Board approval of the petition.

REGULAR MEETINGS OF THE BOARD

16. Regular meetings of the Board of Directors shall be held at such other time and place as the Board of Directors shall determine. At least a majority of the Directors shall be necessary at all meetings to constitute a quorum for the transaction of any business.

SPECIAL MEETINGS OF THE BOARD

17. Special meetings of the Board may be called by the President with notice to each Director, either personally, by mail, or by e-mail. Special meetings may be called in like manner and on like notice on the written request of a majority of the Board of Directors. Special meetings shall be held at such places as the Board may determine.

GENERAL POWERS OF THE DIRECTORS

18. The Board of Directors shall have the management of the business of the Corporation. In addition to the powers expressly conferred upon the Board by these By-Laws, the Board may exercise all legal powers of the Corporation as are not by statute, or these By-Laws, reserved to the members.

SPECIFIC POWERS OF DIRECTORS

19. Without prejudice to the general powers conferred by the last preceding clause, and the other powers conferred by the Articles of Incorporation and these By-Laws, it is hereby expressly declared that the Board of Directors shall have the following powers, that is to say:

First. From time to time make and change rules and regulations, not inconsistent with these By-Laws, for the management of the Corporation's business and affairs.

Second. To purchase or otherwise acquire for the Corporation any property, rights or privileges which the Corporation is authorized to acquire, at such price and on such terms and conditions and for such consideration as they shall from time to time see fit.

Third. To appoint, and at their discretion remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as they may from time to time think fit, and to determine their duties, and fix, and from time to time change, their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.

Fourth. To appoint any person or persons to accept and hold in trust for the Corporation any property belonging to the Corporation, or in which it is interested, or for any other purpose, and to execute and do all such duties and things as may be requisite in relation to such trust.

Fifth. To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Sixth. From time to time, to provide for the management of the affairs of the Corporation, at home or abroad, in such manner as they see fit, and in particular, from time to time, to delegate any of the powers of the Board in the course of the current business of the Corporation to any standing or special committee, or to any office or agent and to appoint any persons to be agents of the Corporation, with the powers (include the power to sub-delegate), and upon such terms as may be deemed fit.

THE PRESIDENT

20. The President shall preside at all meetings of the members and directors; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed ;shall be attested by the signature of the Secretary or Treasurer.

21. The President shall have general superintendence and direction of all the other officers of the Corporation, and shall see that their duties are properly performed.

22. Once a year, as specified in Paragraph 14, the President shall assign to a knowledgeable member the responsibility to audit the financial records and supporting documents of the Treasurer's General Operating Fund and the Trustee Committee Chairperson's Philadelphia Trail Club Memorial Fund.

23. Six months before the date of the annual meeting, the President shall appoint a Nominating Committee whose duty shall be to present a slate of candidates for the elective offices at the annual meeting. The President shall also solicit suggestions for the candidates from the membership; e.g. by notice in the Bulletin. This solicitation shall be timed so that the Nominating Committee can consider members' suggestions. The Nominating Committee shall be instructed that it make all reasonable efforts to avoid including one of its own committee members on such slate. The slate of the candidates shall be published and distributed to all members (normally through the Bulletin) at least thirty (30) days before the annual meeting. Additional nominations may be made from the floor at the annual meeting, provided prior approval has been obtained from the person nominated, and notice in writing has been given to the Chairperson of the Nominating Committee at least five (5) days before the annual meeting.

THE VICE-PRESIDENT

24. The Vice President shall be vested with all the powers, and required to perform all the duties of the President, in the absence of that officer. The Vice Presidency shall normally be considered to be a training position for the Presidency.

THE SECRETARY

25. The Secretary shall keep full minutes of all meetings of the members and Directors and shall perform such other duties as may be prescribed by the Board of Directors or President.

THE TREASURER

26. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the board of directors.

27. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and at the regular annual meeting of the Board, a like report for the preceding year.

28. The Treasurer shall give the Corporation a bond in a sum, and with one or more sureties, if the Board of Directors so determine, for the faithful performance of the duties of this office. Included in these duties is the restoration to the Corporation, in case of death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind belonging to the Corporation.

29. The Budget Chairperson shall develop an annual financial plan as a guideline for the monetary matters of the club, to:

- A. Review income and expense records for previous recent years;
- B. Determine, to the extent possible, future changes in income and expenses;
- C. Prepare a proposed budget for the coming year for approval by the Board of Directors at their first meeting in the fiscal year; and,
- D. Periodically review, with the treasurer, the current status and report significant changes to the Board of Directors. In this last regard, the Budget Chairperson should be in training to ultimately fulfil the Treasurer's role. Similarly, the Treasurer should already be knowledgeable about budgetary matters and budget preparation.

TRUSTEE COMMITTEE-PHILADELPHIA TRAIL CLUB MEMORIAL FUND

30. The Trustee Committee shall be organized as follows:

A. Three members, each serving three (3) years on a staggered schedule. Each member becomes Chair during his or her third year.

B. Term year will begin April 1 and end March 31, the following year (to coincide with the annual Board and standing committee elections).

C. The Board of Directors will appoint one new member each year for a three (3) year term. Preferably, the Trustees will not be members of the Board.

31. The name of the fund shall be: PHILADELPHIA TRAIL CLUB MEMORIAL FUND.

(Hereafter written PTC MEMORIAL FUND).

32. Annual dues notices to the dues-paying* members will state that donations (optional) may be made to the General Operating Fund of the PTC (managed by the Treasurer), or to the PTC Memorial Fund (managed by the Trust Committee)—or both.

*Again, non-dues paying members (i.e. 50+ years in the Club) may contribute to either or both of these funds.

33. Financial operations of the PTC Memorial Fund will be as follows:

A. The treasurer will accept and temporarily hold donations to this fund. When \$100 dollars or more is accumulated, the Treasurer will send that amount by check, to a financial brokerage or institution for investment in the Memorial Fund Capital Account and notify the Chairperson of the Memorial Fund of this transaction.

B. Investments in the Capital Account will be determined on a timely basis by the Trustee Committee.

C. All investment income earned by the Capital Account will be automatically transferred monthly to the Disbursement Account by the financial broker or institution.

D. The Trustee Committee Chairperson is authorized to issue checks on the Disbursement Account to pay for written request grants which have been recommended to and approved by the Board of Directors.

34. Any member of the PTC may submit requests in writing to the Chairperson of the Trust Committee. These requests should include sufficient information about the proposed recipient for evaluation by the Trustees to determine if they should recommend it to the Board of Directors. Typical consideration should include, but not be limited to: Does the requesting organization provide facilities and/or services to the PTC? Does that organization have a non-profit status with Federal Government's Internal Revenue Service (IRS)? Also, infrequent "substantial special projects of trail preservation by the PTC" may be considered.

35. The Trustee Committee will meet on an as-needed basis, but at least semi-annually.

36 Policies governing the management of this fund may be amended at any time with approval of the Board of Directors.

VACANCIES

37. If the office of any Director, or of the President, Vice President, Secretary or Treasurer, one or more, becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification, or otherwise, the remaining Directors, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term.

RESIGNATION OF OFFICERS

38. Any Director or other officer may resign their office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some time is fixed in the resignation, and then from that date.

AMENDMENTS

39. The Board of Directors, by an affirmative vote of a majority of the Directors, may alter or amend these Bylaws at any regular meeting of the Board or at any special meeting of the Board, provided that notice of the proposed alteration or amendment has been given to each Director.

DISSOLUTION

40. In the event that the corporation is no longer a viable organization, any duly elected officer or Director may call a special meeting to consider the dissolution of the Corporation. Such dissolution will become effective on a given date when so voted by a majority of those in attendance. All debts will be settled. Any funds or property remaining will be donated to a non-profit conservation-type group dedicated to the preservation of the outdoors. Such a group is represented by the Appalachian Trail Conference.