

NOTICE: to RVTA Members in Good Standing

DATE: March 31, 2021

SPECIAL MEETING DATE OF THE MEMBERSHIP: April 19, 2021 at 7 PM at New Bethlehem Town Center at 419 Arch Street, New Bethlehem, PA 16242

PURPOSE: Amendment of the Bylaws. The Redbank Valley Trails Association Board of Directors is recommending a vote in favor of several proposed amendments to the Bylaws to save advertising and other costs, to eliminate inconsistencies and to update the Bylaws based on practicality of administration.

Process: Article XI of Bylaws

Section 2. Notification. Following approval by the Board of Directors, the Secretary shall ensure that all members are informed of the proposed amendments with notice of time and place of regular or special meeting of the membership to act upon the same. Notification may be by e-mail, personal delivery, mail by regular delivery, or newspaper publication. Meetings shall be held not less than 15 days after the notice is published in the local newspaper.

Section 3. Adoption. Amendment of the Bylaws shall require a favorable vote of two-thirds of the members present to carry, provided that a quorum of at least ten percent (10%) of the members is present.

Redbank Valley Trails Association Proposed Bylaw amendments

Proposed additions to language are in bold. Proposed deletions are stricken through with a line and highlighted in yellow. The full text of the provision is included for ease of reference and context. The reason for the amendment is in parentheses and in italics next to the article title. Amendments are listed in the order they appear in the Bylaws.

1. ARTICLE III. MEMBERSHIP – (*procedural clarification, organizational administration*)

Section 2. Rights. All members in good standing shall have the right to vote **if dues are paid at least 45 days before that year's annual meeting or a special meeting**, to constitute a quorum, to be eligible for election to the Board of Directors, and to otherwise participate fully in the activities of the Association.

2. ARTICLE III. MEMBERSHIP – (*organizational administration, modernization*)

Section 3. Types. The categories of membership and the **initial** annual dues will be as follows:

Individual	\$10.00 \$20.00 (Annually)
Family	\$25.00 \$50.00 (Annually)
Business/Organization	\$50.00 (Annually)
Honorary	Free
Lifetime (Individual)	\$150.00 \$200.00 (One-time)
Lifetime (Family)	\$350.00 (One-time)
Lifetime (Business)	\$500.00 (One-time)

Annual **and lifetime** dues may be changed from time to time by **action** **resolution** of the Board of Directors. **Lifetime members shall not have to increase their dues over the amount in effect at the time they joined.** Each of the above categories shall entitle the active membership holder to one vote at meetings. Honorary memberships may be bestowed by action of the Board of Directors. Honorary members shall have the right to attend meetings and speak, but not to make motions, vote or hold office unless they are also a regular member in good standing.

3. ARTICLE IV. BOARD OF DIRECTORS – *(Cost savings, concern of local newspaper availability, effective directed notice)*

Section 3. Size. The Board of Directors shall consist of not fewer than 5 persons and no more than 9 persons. At least 25% of the Directors shall be from Jefferson County and the remainder from Clarion or Armstrong Counties. If after publication of notice **on its website, Facebook, e-mail or other social media or** in a newspaper of general circulation in Jefferson County twice within thirty (30) days before the date of the annual meeting, no candidates are willing to serve, then the Board may be filled with candidates from Clarion County.

4. ARTICLE VII. STANDING & SPECIAL COMMITTEES *(procedural clarification, organizational administration)*

Section 1. Standing Committees. All continuing functions of the Association, with the exception of those of the Officers and Directors, **shall** **may** be administered by Standing Committees. The President shall, subject to Board of Directors' approval, appoint Chairs and Members of Standing Committees that may be necessary to carry out the program of the Association. These Chairs and Members are to be appointed within 30 days of the election of the President.

5. ARTICLE VIII. MEMBERSHIP MEETINGS *(Cost savings, concern of local newspaper availability, effective directed notice)*

Section 1. Annual Meetings. The annual membership meeting of the Association shall be held at a date, time and place designated by the Board of Directors. A meeting notice shall be published **on its website, Facebook, e-mail or other social media or** in the local newspaper at least 15 days prior to the meeting. The annual meeting quorum will consist of those members present.

Section 2. Special Meetings. Special meetings of the Association 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 5 or more members of the Association. A meeting notice shall be published **on its website, Facebook, e-mail or other social media or** in the local newspaper at least 15 days prior to the meeting. The business transacted at said meetings shall be confined to the purpose stated in the notice.

6. ARTICLE X. ELECTION OF BOARD MEMBERS (*procedural clarification, organizational administration*)

Section 1. Nominating Committee. At the regular Board of Directors meeting 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 3 consenting persons. The members of this Committee shall be selected from the Association 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 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 18 years of age. To be eligible for office **after the initial election**, the candidate must have been a member for 1 year and a day. Membership on the Nominating Committee will not disqualify a person for any nomination. The Secretary shall ensure prior to the Annual meeting that the full list of candidates are 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 nominees. The new Directors shall be elected by a vote conducted at the Annual Meeting by secret ballot **or, if approved by motion and majority vote of the members present, by acclamation**. Nominations shall also be accepted from the floor at the time of election, but no member shall be nominated without his/her consent. Those nominees receiving the highest number of votes shall be declared elected. In the event of the need to fill regular and partial terms, the person receiving the most votes shall be elected to the longest term. A tie vote shall be resolved by another ballot confined to resolution of the tie, with the President abstaining in order to cast a tiebreaking vote if necessary.

7. ARTICLE XI. AMENDMENT OF BYLAWS (*Cost savings, concern of local newspaper availability, effective directed notice*)

Section 2. Notification. Following approval by the Board of Directors, the Secretary shall ensure that all members are informed of the proposed amendments with notice of time and place of regular or special meeting of the membership to act upon the same. Notification may be by e-mail, personal delivery, mail by regular delivery, or newspaper publication, **and may include reference to posting of the full text on the website**. Meetings shall be held not less than 15 days after the notice is published **on its website, Facebook, e-mail or other social media or** in the local newspaper.

8. ARTICLE XII. FINANCE (*Cost Savings currently of \$228, Modernization*)

Section 5. Bonding. All persons handling funds must be bonded. Such bonding shall be at the expense of the Association **and may either be covered by a separate bond or by fidelity, crime or theft coverage under the Association's insurance policies.**

9. ARTICLE XII. FINANCE (Consistency with articles of incorporation)

Section 6. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, **or to another Corporation organized exclusively for charitable purposes as such purposes are defined by § 501(c)(3)** or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to the state or local government, for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located or where the trail is located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.