

Potato Creek Trail Association Bylaws

Article I – Organization

1. This organization shall be known as the Potato Creek Trail Association and include the Borough of Smethport & its surrounding regions. The Association operates as a subunit under the auspices of the Borough of Smethport, Pennsylvania.

Article II – Mission

2. It is the mission of the Potato Creek Trail Association to design, construct, mark, map, & maintain a network of multipurpose non-motorized (hiking, biking, canoeing & kayaking, cross-country skiing, snowshoeing & equestrian) trails and trailheads encompassing the Smethport, Pennsylvania Wilds region and to maintain a close association with the Seneca Highlands Snowmobile Club. This trail system directly connects to the Allegheny National Forest and surrounding McKean County trail systems.

3. The Association will also develop supporting materials that include trail description brochures & a visually interactive website. One of the goals of the Association is to promote the exploration of our natural environment to include the interpretation of our historic lumber heritage and the natural diversity of our flora & fauna.

Article III – Membership

1. Full membership in the Association shall be open to all individual dues paying members of the association. Full membership includes one vote in Association business.

2. Family Membership in the Association will be two full dues paying memberships of any combination of immediate family members. Family Membership includes no more than 2 votes in Association business.

3. Student (non-voting) memberships are available to full-time students who reside, or attend school in this region and who are interested in trail usage and trail development and management issues.

4. The dues shall be established by the Board of Directors and approved by a majority vote of the membership. A Family Membership is \$ 10.00 annually and \$150.00 for life, Adult Membership is \$5.00 annually and \$ 100.00 for life and a Student Membership is free.

5. Membership shall be on a calendar year basis beginning January 1 and ending December 31. Dues are payable by December 31.

Article IV – Meetings

1. The annual meeting of the association shall be held at such time and place as determined by the board of directors.

2. Regular meetings of this association shall be held annually, or as otherwise determined by the board of directors.

3. Special meetings of the general membership may be called as necessary.

4. Fifteen per cent of the voting membership shall constitute a quorum for transaction of business at any meeting of the association.

5. All meetings for the furtherance of this association's objectives shall be conducted in accordance with Roberts Rules of Order.

6. The order of business at the annual meeting shall be:

- a) Call to order
- b) Reading and disposal of minutes
- c) Reports of officers and committees
- d) Unfinished business
- e) New business
- f) Adjournment

Article V – Board of Directors

1. A board of directors shall manage the business of this Association.

2. A special meeting of the board of directors shall be held whenever called by the president or by a majority of the board of directors. Any and all business may be transacted at a special meeting.

3. Oral or written notice of each meeting of the board of directors shall be given each director by or under the supervision of the secretary of the association not less than 24 hours prior to the time of the meeting, but such notice may be

waived by all directors, and appearance at a meeting shall constitute a waiver of notice.

4. A majority of the board of directors shall constitute a quorum at any meeting of the board.

5. The mayor of the borough shall serve on the board of directors in an advisory, non-voting capacity, except in case of a tie, and shall not be counted in the establishment of a quorum.

6. The board of directors may request that anyone serve on the board in an advisory capacity. These persons shall be known as associated members of the board of directors. Associated members of the board shall not have a right to vote in matters of the association brought before the directors nor shall they be counted in establishment of a quorum. Any associated members of the board shall serve on the board for a term of one year and may be reappointed for any number of terms.

Article VI – Duties of Directors

1. The board of directors shall have general supervision and control of the business and affairs of the association. They shall install an accounting system that shall be adequate to the requirements of the business and it shall be their duty to require proper records to be kept of all business transactions.

2. At least once in each fiscal year, the President shall appoint an auditing committee of at least three members. The committee may secure the services of a competent and disinterested public auditor or accountant.

3. The board of directors shall have the power to carry out all agreements of the association with its members in every way advantageous to the association representing the members collectively.

4. The board of directors shall select one or more banks to act as depositories of the funds of the association and shall determine the manner of receiving, depositing and disbursing the funds of the association and the form of checks and the person or persons by whom same shall be signed, with power to change banks and the person or persons signing such checks and the form thereof at will.

Article VII – Duties of Officers

1. The president shall preside over all meetings of the association and of the board of directors. The president shall provide, at each annual meeting of the

association, an annual report of the work of the association. The president shall prepare an annual plan of work and present this plan for adoption at the annual meeting of the association. The president shall perform such other duties as may be prescribed by the board of directors. The president shall also be authorized to cosign all checks with the treasurer.

2. The vice president shall, in the absence or disability of the president, perform the duties of the president with all the rights, privileges, and powers as if he or she has been duly elected president.

3 The secretary shall keep a complete record of all meetings of the association and of the board of directors and shall have general charge and supervision of the books and records of the association. The secretary shall act as secretary of the executive committee. The secretary shall give and serve all notices to members of this association and shall submit to all members of the association minutes of the regular meetings via email or regular mail. The secretary shall submit to the board of directors any communication, which shall be addressed to him or her as secretary of the association. The secretary shall attend to all correspondence of the association and shall exercise all advice incident to the office of the secretary. Upon election of a successor, the secretary shall turn over to the successor all books and other property belonging to the association that may be in his or her possession.

4. The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the association; keep or cause to be kept, full and accurate accounts of receipts and disbursements of these funds placed in his or her care, custody and control; receive and give receipts for monies due and payable to the association from any source and to deposit all such moneys in the name of the association in such banks and trust companies or depositories as shall be selected in accordance with these bylaws; and shall in general perform all duties incident to the office of treasurer. Provide a written annual report. The treasurer is authorized to cosign all checks with the president.

Article VIII – Nomination, Elections, and Terms of Office

1. Elections shall be held every two years.

2. The general voting membership shall elect the directors and officers.

3. The board of directors shall appoint a nominating committee of three voting members in good standing.

4. The board of directors shall consist of seven voting members including four executive officers (president, vice-president, secretary and treasurer), three

additional board members including one seat reserved for a representative of the Seneca Highlands Snowmobile Association.

5. The nominating committee appointed by the board, shall place in nomination, voting members who are in good standing for the election of president, vice president, secretary, and treasurer, and at-large vacancies on the board of directors. The nominating committee shall report its nominations to the association members at a meeting prior to elections. Any member, in good standing, may make additional nominations to the executive offices from the floor at the meeting.

6. The term of office for officers and directors shall be two years, commencing January 1 after the election except for charter year 2008 in which the officers shall take office immediately following election. (The rest of Charter year 2008 will serve as the first year of the two year term.) All elections shall be decided at a meeting by ballot or by mail or email ballot.

7. Whenever a vacancy occurs on the board of directors, other than from expiration of a term of office, the remaining directors shall appoint a member to fill the vacancy for the period of the unexpired term. An exception shall be on the vacancy of the president. The vice-president shall then fill the office of president, and the board of directors shall appoint a new vice-president. Voting may be by mail or email or in person.

Article IX – Majority Vote

1. A simple majority shall be required to pass any motion at any meeting of members of board of directors.

Article X – Amendments

1. These bylaws may be amended by a majority vote of the voting members present at a regular scheduled or a special meeting provided a copy of such amendments is furnished to the board of directors at least one month prior to holding the meeting at which such amendment is voted upon. Voting can be by mail, email or proxy.