

**DRAFT Amended By-Laws of
Monongahela River Trails Conservancy Limited**

November 13, 2008

ARTICLE I. NAME AND PURPOSE

We, the Board of Monongahela River Trails Conservancy, Ltd., a non-profit corporation (MRTC), do hereby set forth the following as the Amended By-Laws of MRTC:

1. Principal Office

1. The principal office of MRTC shall be located in Star City, West Virginia, and **at** such other places as shall be determined by the Board. The Morgantown office address and agent shall be: Secretary, Post Office Box 282, Morgantown, West Virginia 26507-0282.
2. MRTC shall have and continuously maintain a registered office and agent in the State of West Virginia in accordance with the laws of the State of West Virginia.

2. Purpose

The purpose of the Monongahela River Trails Conservancy is to acquire, develop, **link**, and manage appropriate trail corridors in the Monongahela River Valley for non-motorized use and to create and promote opportunities for recreation, tourism, economic development, historic preservation, **commuting and other transportation, physical fitness**, and environmental conservation, including as its primarily goals:

1. To provide an appropriate funding vehicle, as a non-profit public corporation, that shall fund the advancement of the causes and goals of the organization.
2. To create an optimum environment to enhance research for, purchase, development, and maintenance of a “ Monongahela River Trail System” by coordinating efforts between organizations, private business, foundations, government entities, professionals, and the public at large.
3. To coordinate, arrange, and encourage charitable distributions for the purposes set forth above to organizations or entities qualifying as exempt organizations for purposes of distribution by 501 (c) 3 of the Internal Revenue Code of 1986 (or corresponding provisions of any future Internal Revenue Code).
4. To receive and administer funds and property and perform all acts or business necessary or incidental to the foregoing non-profit objects and purposes.
5. To receive from the general public, other exempt organizations, interested corporations and entities, and MRTC members, property and funds to be used to

advance the purposes of MRTC. Such funds may be used by MRTC to promote its exempt purposes.

ARTICLE II. MEMBERSHIP AND DUES

1. Any person interested in furthering the causes of MRTC, and who has paid into the treasury of MRTC one (1) year's dues, shall be admitted to membership.
2. Every person, firm or corporation desiring to become a general member of MRTC shall accompany its application for membership with advanced dues. Should an application for membership be rejected, the fee accompanying the application shall be immediately returned to the applicant.
3. Any member belonging to MRTC shall be entitled to participate in all debates.

ARTICLE III. MEETINGS AND BOARD OF DIRECTORS

1. MRTC shall meet on the dates set upon by the Board of Directors at their discretion, but will meet no less often than monthly for the transaction of such business that may properly come before it.
2. **OMIT [At all general membership meetings of MRTC the majority present of the membership shall constitute a quorum.]**
3. Special meetings of the general membership may be called at any time by the President, a majority of the Board of Directors, or by any twenty (20) members of MRTC. This call shall be a regular meeting when proper notification is mailed **or emailed** to each member at the last known address one (1) week before the proposed date of the meeting; and which letter shall state the business proposed to be transacted at such special meeting.
4. For any monthly or special meeting of the Board of Directors, ~~five members of the Board present~~ **[a majority of the current number of Board members]** shall constitute a quorum and have the authority to transact any business that may properly be before it. No member of the Board of Directors shall be allowed to vote by proxy on any business of the Board. **At such time when a quorum is not present, board members may be contacted and vote by phone.**
5. **[The Board of Directors will consist of up to a twelve (12) person board of directors with 4 members appointed by the City of Morgantown, 4 members appointed by the Monongalia County Commission and 4 members appointed by the MRTC Board of Directors.] – changed from 9 to 12**
6. Any member of the Board of Directors not being present for three (3) consecutive meetings, without reasonable cause, may be relieved from duties as a member of

the Board of Directors and another member of MRTC shall be appointed by the Board of Directors to serve the un-expired term of the Board member so relieved. The Board of Directors will determine as a question of fact as to what constitutes reasonable cause **and send a letter requesting their termination to the agency they are representing and for a replacement to be appointed.**

7. No compensation shall be paid to any member of the Board of Directors for the faithful performance of duties.
8. All members of the Board of Directors shall be ineligible to bid on and receive contracts or receive any monetary compensation from MRTC for construction, maintenance, publicity, or any other work associated with the group's purpose and mission.
9. Each Board of Directors member will serve on no less than one committee and will be expected to attend such committee meetings as are determined necessary by the executive committee.

ARTICLE IV. ELECTION AND DUTY OF OFFICERS

1. Election of Officers shall take place at the January Board of Directors meeting (annual meeting) of MRTC and may be nominated by the nominating committee. Additional nominations may be made from the floor. Election of Officers may be by closed ballot of the voting Board members in attendance at the annual meeting and a majority shall elect.
2. A term of office shall begin at the close of the January Board of Directors meeting (annual meeting) of MRTC and shall terminate at the close of the final scheduled activity of the next annual meeting of MRTC.
3. Board members may serve more than one consecutive term in the same office provided they serve in the same office for not more than five (5) consecutive terms.
4. In the event of the death, resignation, or incapacity of any President, Vice-President, Secretary, or Treasurer, the nominating committee shall be reconvened to select a nominee for the vacant office. The Board shall then vote on that nomination.
5. The President shall preside at all meetings of MRTC and the Executive Board and shall serve as the Chief Executive Officer of MRTC. The President may nominate (subject to Board approval) all committees not otherwise provided for in these By-Laws and shall be member of all committees except the nominating committee. The President may nominate all appointments to committees and fill all vacancies that occur on committees between annual meetings of MRTC, subject to Board approval, unless otherwise provided for in the By-Laws. The

President shall be empowered to act for MRTC in the event of any contingency not covered by the By-Laws.

6. The Vice-President shall preside at meetings of MRTC and the Executive Board in the absence or upon the request of the President, and shall assume the duties of the President in the event of death, resignation, or incapacity of the President.
7. The Secretary shall carry on official correspondence of MRTC and shall keep a record of the proceedings of all Committees and Executive Board Meetings; shall keep a roster of members of MRTC and a record of members' attendance at all meetings; shall present a report of MRTC's activities to the membership at all yearly meetings; shall send out notices of meetings to members and shall conduct such other correspondence as may be requested by the President of the Executive Board; and shall notify all committee members of their appointments.
8. The Treasurer shall receive all funds and deposit them in such bank or banks as may be designated by the Executive Board; shall pay all bills of MRTC and keep an itemized account of receipts and expenditures; ~~shall keep a record of all dues paying members and shall notify the Executive Board of those delinquent in payment of dues; shall be deemed custodian of all properties of MRTC and shall submit an inventory of these properties to the Executive Board annually.~~ The Treasurer shall cause to be prepared an annual financial report to MRTC, which shall **be kept** along with the books and records of MRTC. A formal report shall be given at the annual meeting.
9. The Board of Directors shall have power to employ such persons as, in its opinion, may be necessary for the establishment, construction, improvement, extension, development, maintenance, or operation of the property under its control, at such wages or salaries as it shall deem proper, and shall have full control of all employees.

ARTICLE V. EXECUTIVE BOARD & EXECUTIVE DIRECTOR

1. The Executive Board of MRTC shall consist of: the President, Vice-President, the Treasurer, the Secretary, and the Immediate Past President of the MRTC.
2. The Executive Board shall act for the Board of Directors in MRTC affairs between meetings. Its acts shall be subject to the Board of Directors approval.
3. A member shall serve on the Board of Directors before being appointed to the Executive Board.
4. **ADDITION [The Executive Director of MRTC shall be employed by the Board of Directors, on such terms, and for such compensation, as the Board of Directors may determine. The Executive Director and/or President of MRTC shall serve as MRTC's principal spokesperson.]**

The responsibility of appointment and termination are exercised by the full Board at an official meeting after proper notice and hearing of the matters to be considered and are not to be delegated to an executive body, committee, group, or individual. Appointment or termination will require a majority vote of the full Board.

The Executive Director may be empowered to engage, within budget and other limitations as established by the Board of Directors, such assistance as her/his assignments may require, to include but not be limited to keeping the Board of Directors and Executive Committee advised to the needs and affairs of MRTC and perform such other functions as may be assigned by either the Board of Directors or Executive Committee. She/he shall serve as an ex-officio member of all committees.]

ARTICLE VI. LIMITATION OF AUTHORITY

1. No officers, board of directors, or members of MRTC shall singly or together, contract or cause to be contracted any debt or liability in the name or on behalf of MRTC, or make any bill, note, check, or other negotiable instrument on behalf of MRTC, or endorse any note, draft or collection, or initiate or pursue any legal action on behalf of or against MRTC, unless they shall be authorized by the Board of Directors on its record.

OMIT: ARTICLE VII. VIOLATION OF RULES

1. **When any general member or member of the Board of Directors who shall be guilty of making a false report to the Secretary (change to Board?) or guilty of any act or bad faith or dishonorable conduct or other irregularity, they shall be censured, suspended, expelled as the Board of Directors may determine from the nature and gravity of the offense committed. A majority of the quorum sitting at a regular meeting of the Board of Directors shall be necessary to censure, suspend, or expel the member in question.**
2. **All complaints which are made against members of MRTC shall be in writing, signed by the member making the complaint, and addressed to the President, who shall furnish a copy thereof to the member or members against whom the complaint shall have been made or entered, two days previous to being summoned to appear in person before the Board of Directors to have said complaint heard.**

ARTICLE VIII. ORDER OF BUSINESS

1. No formal order of business need be used in any meeting, regular or special, or either the Board of Directors or of the members of the MRTC. All issues not covered by these By-Laws shall be covered by parliamentary procedures.

ARTICLE IX. AMENDMENTS TO BY-LAWS

1. These By-Laws may be amended, altered, or replaced by a two-thirds vote of those present at any meeting **with a quorum** of the Board of Directors of MRTC; **provided that amendments to the by-laws will be made available to each member of MRTC through the official MRTC website at least ten (10) days prior to such meeting.** Any proposed change must be submitted in writing to the President.

Adopted by the Board of Directors _____

Approved by the Monongahela River Trails Conservancy _____