

MJ2KB T[RAIL] CLUB

THE MISSION OF THE MOUNT JEWETT TO (THE) KINZUA BRIDGE TRAIL CLUB (CALLED THE MJ2KB TRAIL CLUB OR MJ2KB) IS TO:

- Heighten community awareness of the Knox Kane Rail Trail from the Kinzua Bridge State Park to Lantz Corners and the MJ2KB Trail Club, stewards of this section of rail trail (7.56 miles),
- Educate the community as to the appropriate use and care of the trail,
- Provide a safe and scenic shared-use path for many kinds of users to enjoy by making improvements to the trail's infrastructure.

BY-LAWS

I. TITLE

The name of this organization shall be "MJ2KB TRAIL CLUB", formally known as the MJ2KB T[RAIL] Group, hereafter referred to as "MJ2KB".

II. PURPOSE

- A. The primary purpose of MJ2KB shall be defined in the mission statement as follows: THE MJ2KB T[RAIL] CLUB'S MISSION IS TO CREATE, MAINTAIN, AND ENHANCE THE MOUNT JEWETT TO THE KINZUA BRIDGE T[RAIL].

III. MEMBERSHIP

- A. **Qualifications.** Any person who sympathizes with the purpose of the MJ2KB and pledges to uphold its by-laws shall become a member upon payment of the required dues.
- B. **Rights.** Members shall have the right to vote, to constitute a quorum, to be eligible for election to the Board of Directors or Office, to initiate petitions to the Board of Directors, and to other wise participate fully in the activities of MJ2KB.
- C. **Types.** The categories of the membership and the initial annual dues will be as follows:
- Individual - \$15.00
 - Family - \$25.00
 - Corporate - \$250.00
 - Honorary – Gratis
- D. Annual dues will be collected by the calendar year; there will be no prorating. For example, a new membership paid in November will be for the remainder of the year in which it was paid, with dues for the following year due in January.
- E. Annual dues may be changed from time to time by the action of the Board of Directors. Each of the above categories shall entitle the membership holder to one vote at meetings. Honorary Memberships shall be bestowed by action of the Board of Directors.

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- F. **Denial of Revocation of Membership.** An application for membership may be denied or membership revoked for cause by a majority vote of the Directors.
- G. General membership meetings shall be held at least once each quarter and more frequently if called by the President or a quorum of the Board of Directors. The annual meeting will be the first meeting of the year; elections will be held at this meeting. All members present will be eligible to vote as long as their annual dues have been received by the Club prior to the day of the meeting.
- H. A member in good standing is one whose dues have been paid for at least 30 days.
- I. MJ2KB does not discriminate against any person because of their sex, race, religion, sexual preference, or place of origin.

IV. MANAGEMENT

Management of the Organization shall be accomplished by a board of directors.

A. Board of Directors.

a. **Responsibilities.** All ordinary business of MJ2KB shall be under the sole care and management of the Board of Directors. The Board of Directors shall be responsible to the membership for recommending goals, objectives, and policies of MJ2KB and proper mechanisms for supporting and promoting it. The Board shall plan and implement the programs and activities approved by the membership and shall be responsible to the Membership for implementing the objectives of MJ2KB.

b. **Powers.** The Board of Directors may exercise all the powers of MJ2KB, including the authority to conduct its business and to contract for services on behalf of MJ2KB and its members.

c. **Size.** The Board of Directors shall consist of no fewer than five (5) and no more than seven (7) persons, three (3) of whom shall be the officers of MJ2KB. The actual number of elected Directors shall be as determined by the Board of Directors.

d. **Terms of Office.** The Directors shall be elected by and from the eligible membership by the procedure outlined in section IV.B: elections. The Directors shall serve terms of two (2) years. They shall serve without compensation.

e. **Vacancies.** The Board of Directors shall have the power to nominate candidates for election to fill a vacancy on the board. An election will follow at the next regular meeting. Any person so elected shall serve until the expiration date of the vacant term. If at any time the Board has fewer than 5 Directors, the board may, at its option, nominate candidates for election to increase its size within that limit. The election will follow at the next regular meeting.

f. **Removal.** Any member of the Board of Directors, including the Officers, may be removed from the office for cause, by two-thirds vote of the quorum at a general or special meeting as defined in Section III E. If a member of the Board of Directors shall absent him/herself from three (3) successive Board meetings, unless detained by sickness or absent due to reasonable cause communicated to the Board, he/she shall automatically forfeit Board membership.

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g. **Appeals.** Any action of the Board of Directors may be reversed by a resolution adopted by a two thirds vote of the Members present at any properly convened meeting of MJ2KB, provided that a copy of such resolution shall have been sent to each member of the Board of Directors prior to the MJ2KB meeting and to the members with the call for this meeting.

B. Officers

a. The Officers of MJ2KB shall include President, Vice President, Secretary, and Treasurer. Officers shall be elected from a general membership for a 2-year term as defined in Section IV.B: elections. They shall serve without compensation; however, the Board of Directors may reimburse the officers for reasonable, necessary, and documented expenses incurred on behalf of MJ2KB.

b. The President shall be the spokesperson for MJ2KB and shall preside at all meetings of MJ2KB and of its Board of Directors. The President shall exercise all of the powers and perform all of the duties normally pertaining to the office of President of a corporation; shall recommend to the Board of Directors such policies and actions as are deemed likely to be useful in carrying out the program and purposes of MJ2KB; shall with Board concurrence, appoint Chairpersons of Committees; and shall be an ex-officio member of all Committees except the Nominating Committee.

c. **Vice President.** The Vice President shall resume the duties of the President as stated above, when the president is unable to preside at meetings or conduct normal duties as President.

d. **Secretary.** The Secretary shall act as secretary at all meetings of MJ2KB and of the Board of Directors; shall perform all of the duties normally pertaining to the secretary of a corporation, and shall be custodian of the MJ2KB records and correspondence. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws. Should the office of Secretary be vacant the duties of the Secretary will be assumed by one of the other officers of the Board, until a new Secretary has been elected.

e. **Treasurer.** The Treasurer shall be responsible for the receipt and disbursement of the funds of MJ2KB; shall have custody of all funds and securities of MJ2KB; shall be responsible for collecting dues and other receipts; shall maintain records of MJ2KB's fiscal affairs for the current year; and shall make reports to the members at each meeting. The Treasurer shall also ensure filing of such financial reports as tax returns and other statements that MJ2KB may be required to file by law. Should the office of Treasurer be vacant the duties of the Treasurer will be assumed by one of the other officers of the Board, until a new Treasurer has been elected.

f. **Elections.** The Officers of MJ2KB shall be elected biennially from among the general membership.

g. **Succession of Office.** The Officers shall serve for terms of two years or until replacement or resignation. Their terms shall begin immediately upon election. There is no limit to the number of terms an Officer may serve.

h. **Resignations:** A Board member may resign at any time by giving written notice to the Board. Unless an effective date is stated in writing, the resignation shall be effective on receipt of such notice.

i. **Vacancies.** Nominations to fill a vacancy in any office shall be made by the Board at the next Board of Directors meeting occurring after such vacancy occurs. Election will follow at the next general membership meeting.

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j. **Removal.** Any Officer may be removed from office for due cause by two-thirds vote of the general membership. The resultant vacancy shall be filled as specified in Section IV.2.h: vacancies.

C. Standing and Special Committees

a. **Standing Committees.** Standing Committees shall administer all continuing functions of MJ2KB, with the exception of those of the Officers and Directors. The President shall, subject to Board of Director's approval, appoint Chairs of Standing Committees that may be necessary to carry out the program of MJ2KB. Each Standing Committee Chair shall select such Members as are qualified and willing to serve on the Committee.

b. **Special Committees.** The Board of Directors may establish Special Committees to conduct special activities or functions of MJ2KB. The President shall, subject to Board of Director's approval, appoint Chairs of Special Committees. The Committee Chair shall serve for the term existence of the Special Committee or until removal or resignation.

c. **Authority.** It shall be the function of Committees to investigate and make recommendations. They shall report in writing to the Board of Directors at the next general membership meeting. No Special or Standing Committee shall represent MJ2KB in advocacy of or opposition to any project without the specific confirmation of the Board of Directors.

Elections:

A nominating committee shall be established every other October to bring nominations to the following November meeting. Board members and Officers shall be elected by majority vote of those members present at the first meeting of the year, which will generally be in January. To be nominated to the board or office, the nominee shall be a member in good standing at least 18 years of age.

Procedural Requirements:

- A. Parliamentary procedure shall be used to conduct meetings.
- B. A majority vote of all members present is necessary to pass ordinary measures. All measures shall be considered ordinary except those proposing an amendment to the by-laws.
- C. A Board of Director's quorum shall consist of a majority of the members of the Board. No official meeting shall be held unless a quorum is present.

By-Laws Amendments:

- A. An amendment to the by-laws may be accomplished by a two thirds vote of the members present.
- B. Only those who have been members of this organization for thirty (30) days prior to the proposed amendment may vote upon such.

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- C. All members will be notified at least 30 days prior to voting that by-laws amendments will be discussed and voted upon.

V. Finances

- A. Dues shall be determined by a majority vote of the members present at a business meeting and shall not be changed more than once a year.
- B. The MJ2KB T[RAIL] Club is a 501 (c)(3) (a not-for-profit corporation). Charitable gifts made to most nonprofit organizations that are officially recognized by the Internal Revenue Service (IRS) as having 501(c) (3) status are considered to be tax deductible contributions.
- C. Dues, grant monies, and other monies received by the organization will be spent for carrying out the stated purpose of the organization. No part of the net earnings of the organization shall inure to the benefit of its individuals.
- D. Members using organization funds for any purpose shall submit a record and proof of expenditures to the Treasurer.
- E. Fiscal year. The fiscal year of MJ2KB shall extend from January 1 of a given calendar year to December 31 of the calendar year.
- F. Execution of Documents. The President of MJ2KB may sign and execute in the name of MJ2KB all authorized deeds, mortgages, bonds, contracts, and other instruments provided the Board of Directors has previously approved such action.
- G. Instruments of Indebtedness. All checks, drafts, notes, and other obligations issued in the name of MJ2KB shall be signed by two (2) officers of MJ2KB.
- H. Annual Financial Report. The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the preceding year. Such a statement shall be provided to the membership at the 2nd general meeting following the close of the fiscal year.
- I. Bonding. If needed, the Board of Directors shall name the Officer(s) to be bonded. Such bonding shall be at the expense of MJ2KB.

VI. Dissolution

In the event of dissolution of this organization, the funds in the treasury shall be donated to a charitable, non-profit organization as determined by the membership present at the final meeting with a priority to be given to the Kinzua Valley Trail Club.

These by-laws originated and were approved on 23 September 2015.

By-laws amended and approved on 25 January 2018.

By-laws amended and approved on 24 January 2019.