

BYLAWS OF ARMSTRONG TRAILS, INCORPORATED

ARTICLE I.

- 1.1 **Name.** The name of the Corporation is the “Armstrong Trails” (formerly Allegheny Valley Land Trust and as merged with the Armstrong Rails to Trails Association).
- 1.2 **Principal Office.** The principal office of the Corporation shall be at 200 North Jefferson Street, 2nd Floor, Kittanning, Pennsylvania 16201.
- 1.3 **Other Offices.** The Corporation may have such other offices in such other places as the Board of Directors may from time to time designate.
- 1.4 **Purposes.** The Corporation is incorporated exclusively for charitable, educational and scientific purposes as more specifically set forth in the Articles of Incorporation.

ARTICLE II.

- 2.1 **Members.** The Corporation shall have no members and shall be managed by the Board of Directors as provided for within these Bylaws.

ARTICLE III.

Board of Directors

- 3.1 **Powers.** The Board shall have the full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board.
- 3.2. **Qualification and Selection.** Each Director of the Corporation shall be a natural person of full age, but need not be a resident of Pennsylvania. In the case of vacancies, new Directors shall be selected by the Board.
- 3.3. **Number and Term of Office.** The Board shall consist of at least seven (7) Directors, or such additional number as may be determined from time to time by resolution of the Board. Each Director shall hold office for five (5) years and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. The terms of the directors shall be staggered with the current Board being assigned one to five year terms, by random drawing or agreement, starting January 1, 2020, so that at least one term expires each year.
- 3.4 **Organization.** At every meeting of the Board, the President of the Corporation, the Vice Presidents in their order of rank and seniority, or a Chairman chosen by a majority of the Directors present, shall preside and the Secretary, or in his absence, an Assistant Secretary, or in the absence of the Secretary and the Assistant Secretaries, any person appointed by the President or the Chairman of the meeting, shall act as Secretary.

- 3.5 **Resignations.** Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.6 **Vacancies.** The Board may declare vacant the office of a Director if he is declared of unsound mind by an Order of Court, or convicted of a felony, or for any other proper cause, or if within sixty days of notice of his selection, he does not accept such offer either in writing or by attending a meeting of the Board. Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, and increase in the number of Directors, or any other cause, may be filled by a majority of the remaining members of the Board, though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.
- 3.7 **Place of Meeting.** Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.
- 3.8 **Regular Meetings.** Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or by these bylaws.
- 3.9 **Special Meetings.** Special meetings of the Board shall be held whenever called by the President or by two or more of the Directors. Notice each such special meeting shall be given to each Director by telephone, electronically or in writing at least twenty-four (24) hours in the case of notice by telephone, electronic communication, or hand delivered written notice or five (5) days in the case of written notice by mail, before the time at which the meeting is to be held. Each such notice shall state the time and place of the meeting.
- 3.10 **Quorum, Manner of Acting and Adjournment.** A majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Each Director shall be entitled to one vote except as otherwise specified in the Articles of Incorporation or in these Bylaws or provided by law, the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board and the individuals Directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office or agreed to through an electronic communication, and copies of the consents or electronic communications shall be filed with the Secretary of the Corporation.
- 3.11 **Telephone Meetings.** Directors may participate in meetings of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Directors so participating shall be deemed present at any such meeting.

- 3.12 **Executive in Other Committees.** The President, or the Board by majority vote, may designate such committees to make such investigations or recommendations as designated by the President or the Board of Directors. No committee so appointed shall exercise any power or authority vested by these Bylaws or the Non-profit Corporation Law of 1988 in the Board of Directors.
- 3.13 **Compensation of Directors.** The Board of Directors shall serve without compensation for their services as a Director of the Corporation; however, the Board of Directors may be reimbursed from time to time for reasonable out-of-pocket expenses incurred in connection with their service to the Corporation as a Director. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor, provided that the provisions of paragraph 3.14 have been complied with.
- 3.14 **Interested Directors or Officers; Quorum.** No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if;
- a. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes a contract or transaction by affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
 - b. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at the meeting of the Board which authorizes a contract or transaction specified in this section.

- 3.15 **Waivers of Notice.** Whenever any written notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or the Non-profit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by paragraph 6.6 of these Bylaws relating to Amendment of these Bylaws, neither the business to be transacted, nor the purpose of a meeting, need to be specified in the Waiver of Notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

- 3.16 **Standing Committees.** As set forth in the Plan of Merger between Armstrong Rails to Trails Association and Allegheny Valley Land Trust, there shall be two standing Committees: “Historical and Interpretation” and “Fund Raising and Events.” These two committees shall be chaired by a current Board member, but shall include non Board representatives. Each of these committees shall maintain separate fund accounting and utilize specially raised or designated funds for the purposes of the committee, however, money raised for non specific committee projects may be utilized for the general purposes of the Corporation as determined by the Board.

ARTICLE IV.

Officers

- 4.1 **Number, Qualifications and Designation.** The Officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Any number of offices may be held by the same person. Officers may, but need not, be Directors of the Corporation. The President and Secretary shall be natural persons of full age; the Treasurer may be a Corporation, but if a natural person, shall be of full age. The President shall act as the Chairman of the Board. The Vice-President shall act as the Vice-Chairman of the Board.
- 4.2 **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board, and each such Officer shall hold his office until the next annual reorganizational meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal.
- 4.3 **Employees.** The Board, by majority vote, may employ such persons or agents as the Board may from time to time determine are necessary to carry out the lawful business of the Corporation. The Board may delegate to any Officer or Committee the power to retain or appoint employees or other agents to prescribe the authority and duties of such employees or agents.
- 4.4 **Resignation of Officers.** Any Officer may resign at any time by giving written notice to the Board, or to the President or the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.5 **Removal.** Any Officer, employee, or agent of the Corporation may be removed, either for or without cause, by the Board or other authority which ejected, retained, or employed such Officer, employee or agent whenever in the judgment of the Board or such an Authority the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
- 4.6 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

- 4.7 **General Powers.** All Officers of the Corporation as between themselves and the Corporation, shall respectively have such authority to perform such duties in the management of the property and affairs of the Corporation as may be determined by resolution or orders of the Board, or, in the absence of controlling provisions and resolutions or orders of the Board, as may be provided in these Bylaws.
- 4.8 **Chairman and Vice-Chairman of the Board.** The President, who is the Chairman of the Board, or in his absence, the Vice-President, who is the Vice-Chairman of the Board, shall preside at all meetings of the members of the Board, and shall perform such other duties as may from time to time be requested of him by the Board.
- 4.9 **President.** The President shall be Chief Executive Officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by the Bylaws, to some other Officer or agent of the Corporation; and in general, shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned to him by the Board of the Chairman.
- 4.10 **Vice-Presidents.** The Vice-Presidents shall perform the duties of the President in his absence and such other duties as may from time to time be assigned to them by the Board, or the President.
- 4.11 **Secretary.** The Secretary shall attend all meetings of the Board and shall record all the votes of the Directors and the minutes of the meetings of the Board and of the Committees of the Board in the book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Board, the Chairman, or the President.
- 4.12 **Treasurer.** The Treasurer shall have or provide for the custody of the funds or other property of the Corporation and shall keep separate bank account(s) of the same to his credit as Treasurer; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Corporation; shall deposit all funds in his custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his transactions as Treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board, the Chairman or the President.
- 4.13 **Officers' Bonds.** Any Officer shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or surities as the Board shall require. The salaries, if any, of the Officers elected by the Board shall be fixed from time to time by the Board. No Officer shall be prevented from receiving such salary or other compensation by reason of the fact that he is also a Director of the Corporation.

ARTICLE V.

Limitation of Personal Liability of Directors; Indemnification of Directors, Officers and Other Authorized Representatives

- 5.1 **Limitation of Personal Liability of Directors.** A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- a. The Director has breached or failed to perform the duties of his office as defined in Section 5.2 below; and
 - b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provision of this Section shall not apply to (a) the responsibility or liability of a Director for the payment of taxes pursuant to local, state or federal law.

5.2 **Standard of Care and Justifiable Reliance.**

- (a) A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (i) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
 - (iii) A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board, committees of the Board, and individual Directors may, in considering the best interest of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

5.3 **Indemnification in Third Party Proceedings.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

5.4 **Indemnification in Derivative Actions.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of the Corporation, or is or was serving at the request of the Corporation as a representative or another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in that performance of his duty to the Corporation unless and only to the extent that the Court of Common Pleas of Armstrong County or the court in

which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

- 5.5 **Mandatory Indemnification.** Notwithstanding any contrary provision of the articles or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 5.3 or Section 5.4 above, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 5.6 **Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification under Section 5.3 or 5.4 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
- a. By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
 - b. If such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 5.7 **Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized paragraphs 1 through 3 above.
- 5.8 **Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.
- 5.9 **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.
- 5.10 **Reliance on Provisions.** Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VI.

Miscellaneous

- 6.1 **Fiscal Year.** The fiscal year of the Corporation shall be on a calendar year basis.
- 6.2 **Corporate Seal.** The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board.
- 6.3 **Checks.** All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.
- 6.4 **Contracts.** Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 6.5 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.
- 6.6 **Annual Report of the Board.** The Board shall direct the President and Treasurer to present at the annual meeting of the Board a report showing in appropriate detail the following:
- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
 - d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.
- 6.7 **Amendment of Bylaws.** These Bylaws may be amended or repealed, or new Bylaws may be adopted, by vote of a majority of the Board of the Corporation in office at any regular or special meeting. Such proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

- 6.8 **Tax Exempt Status (501(c)(3) Designation).** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in the publishing or distribution of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not to be permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the of the Internal Revenue Code, or corresponding sections of any future Federal Tax Code.
- 6.9 **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 corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a 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, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

THIS DOCUMENT IS A FULL, CORRECT, AND COMPLETE COPY OF
THE ORIGINAL DOCUMENT IT PURPORTS TO COPY.

Date: _____

Lee J. Calarie, Secretary