

WESTMORELAND YOUGH TRAIL CHAPTER BYLAWS

WESTMORELAND YOUGH TRAIL CHAPTER, A CHAPTER OF THE REGIONAL TRAIL CORPORATION

ARTICLE 1 NAME AND ADDRESS

This organization shall be known as the Westmoreland Yough Trail Chapter, which shall be a Chapter of the Regional Trail Corporation as defined in the Articles of Association adopted on October 21, 2020. The Westmoreland Yough Trail Chapter is a Pennsylvania non-profit organization. The Westmoreland Yough Trail Chapter shall hereafter be referred to as the WYTC. The Regional Trail Corporation shall hereafter be referred to as the RTC. The current mailing address is 145 Collinsburg Rd, P.O. Box 242, West Newton, PA 15089.

ARTICLE 2 PURPOSE

The purpose of the Westmoreland Yough Trail Chapter shall be the following:

- A. To manage and coordinate the volunteer efforts of its members to support, promote, preserve, maintain, and make improvements to the Great Allegheny Passage (GAP) Trail located in Westmoreland County from the Allegheny County line to the Fayette County Line.
- B. To act as a community advocate for the Trail.
- C. To facilitate communications among the community, the local governments, and the Chapter on issues that affect trails.
- D. To assist committees and trail groups located in other townships and municipalities.
- E. To engage local municipalities to enlist their support and assistance with the trail and to encourage each municipality through which the trail passes to support and engage with the Chapter in the promotion, management, funding, and maintenance of the Trail.
- F. To coordinate and cooperate with the Regional Trail Corporation as a Chapter in the promotion, management, funding, and maintenance of the GAP Trail.

ARTICLE 3 MEMBERSHIP

Section 1 – Membership Requirements – The WYTC does not discriminate against any individual based on characteristics such as race, color, religion, sex, national origin, age, disability, or genetic information. Membership in the WYTC is open to any person who meets the following requirements:

- A. Completes and submits the WYTC Application for Membership.
- B. Pays the WYTC membership dues in a timely manner.

Membership will be effective only when all the above requirements are met and will automatically cease upon lapse of any requirement. Members are cautioned to always maintain their membership in good standing to meet liability insurance coverage requirements.

Section 2 – Members right to vote - Only members in good standing can participate in WYTC organizational matters such as voting, holding office, performing maintenance, or trail monitoring.

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Section 3 – Members liability responsibility - When participating in any WYTC event, members must sign a waiver and release approved by the WYTC which releases the WYTC from all liability for any accidental damage, injury, or loss incurred at any WYTC sponsored activity. A parent or guardian must sign the required and release for each child under 18 years of age.

ARTICLE 4 BOARD/MEMBERSHIP MEETINGS

Section 1 – Regular Monthly Meeting. The regular monthly meetings of the WYTC will be held on the third Monday of each month at 7:00 pm eastern time at a location established by the WYTC Board of Directors. The time and place of the meeting can be changed to accommodate changes in meeting place availability or for reasons approved by the WYTC Board of Directors.

Section 2-Quorum. For a quorum to be present at any regular WYTC monthly meeting, at least two (2) Directors and two (2) Officers or a total of four (4) Board members must be present. No business shall be conducted at any meeting if quorum is not met.

Section 3-Special meetings. Special meetings of the WYTC may be called at any time by a) the Board of Directors; b) the President; or c) ten percent (10%) of the WYTC members. The purpose of the special meeting shall be stated in the call, and no other business shall be transacted at the special meeting. The Quorum and voting requirements in Section 2 above shall apply to any special meeting of the Board/Members.

Section 4-Member Voting Rights. All members in good standing shall be entitled to one (1) vote at every regular and any special meetings of the Board/Members. The only permissible methods of voting are by personal appearance at a meeting, online (email) voting shall be valid for special issues that don't require a meeting, or by proxy as determined by the Board.

Section 5-Membership Meetings Format. Board/Membership monthly meetings shall be conducted in accordance with the following agenda format:

- Call to order
- Secretary's Report/Approval of minutes of previous meeting.
- Treasurer's report/Approval of financial report.
- Committee Reports
- Old Business
- New Business
- Program, if scheduled
- Adjournment

ARTICLE 5 OFFICERS AND DIRECTORS AT LARGE

Section 1 – Election of officers and directors. There shall be four officers elected by the membership: President, Vice President, Secretary, and Treasurer. There shall also be three Directors at Large elected by the membership. The four officers and three directors shall constitute the WYTC Board of Directors. The Board of Directors shall provide overall management of the WYTC and can meet separately from the

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membership to discuss and decide on critical or time sensitive issues. A quorum of four members of the board in any combination of officers and directors is needed to act on such issues.

Section 2 – Qualifications for Board Members. All adult (age 21 and above) members in good standing are eligible for Board membership. All Officers must maintain their membership in Good Standing throughout the duration of their term.

Section 3 – Terms of Officers/Directors, Vacancies, and Removal. Upon election by the membership the term of the Board members shall be as follows:

President – 2 Years. Incumbents can serve two consecutive terms and cannot be reelected to the office for 1 term (two years).

Vice President – 2 years. Incumbents can serve two consecutive terms and cannot be reelected to the office for 1 term (two years).

Secretary – 2 years. Incumbents can serve two consecutive terms and cannot be reelected to the office for 1 term (two years).

Treasurer – 5 years. Incumbents can serve consecutive terms indefinitely.

Directors at Large – 3 years. Incumbents can serve two consecutive terms and cannot be reelected to the office for 1 term (three years). Only one (1) Director at Large shall be replaced at any election cycle.

1. Upon election, the term of each Board member shall be from January 1 through December 31 and until a successor has been selected and qualified or until his earlier death, resignation, or removal by the Board.
2. Any Board member may resign at any time upon written notice to the Board which shall be effective upon receipt by the Board at such other time designated in the notice. The Board shall fill any vacancy until the next election of Officers and Directors.
3. Any Board member may be removed from office by the Board of Directors whenever, in the Board's judgment, the best interests of the WYTC will be served by such removal. Removal of a Board member requires a two-thirds majority vote by the remaining Board members.
4. Board members shall receive no compensation from the WYTC for their service.

Section 4-President's Authority and Responsibilities. The President shall have the authority to act on behalf of and in the best interests of the WYTC. The President's responsibilities are as follows:

1. Manage the daily operations of the WYTC, including the other Officers. Keep informed, involved and aware of all activities affecting the WYTC.
2. Ensure that the WYTC's goals and objectives are met.
3. Preside at all WYTC meetings.
4. Select Chairpersons of all standing and temporary committees.
5. Represent the WYTC in outside activities.
6. Preside as Chairman of the Board of Directors
7. Promptly communicate necessary information with other Officers and Board members.
8. Initiate and participate in WYTC activities.

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Section 5-Vice President's Authority and Responsibilities. The Vice-President shall not have the authority to bind the WYTC for any purpose with respect to third parties.

- A. The Vice-President shall assist the President in carrying out his/her responsibilities and shall serve in his/her absence or vacancy.
- B. Ensure that the WYTC's goals and objectives are met.
- C. Promptly communicate necessary information with other Officers and Board members.
- D. Initiate and participate in WYTC activities.

Section 6-Secretary's Authority and Responsibilities. The Secretary shall not have the authority to bind the WYTC for any purpose with respect to third parties. The Secretary's responsibilities are as follows:

- A. Take, read (if requested to do so) and maintain minutes at all WYTC meetings.
- B. Keep files of all pertinent notices and announcements.
- C. Keep and maintain all important documents pertaining to the WYTC.
- D. Handle official correspondence and communicate with the President.
- E. Conduct the business of the WYTC at meetings in the absence of both the President and Vice-President.
- F. Promptly communicate necessary information with other Officers and Board members.
- G. Participate in WYTC activities.

Section 7-Treasurer's Authority and Responsibilities. The Treasurer shall not have the authority to bind the WYTC for any purpose with respect to third parties, except he/she shall have the authority to open a WYTC checking account, issue and sign checks and make deposits. The Treasurer's responsibilities are as follows:

- A. Keep and prepare all WYTC financial records and transactions in accordance with generally accepted accounting principles.
- B. Maintain a list of all WYTC assets, liabilities, revenues, and expenses.
- C. Furnish the Board of Directors with the financial information necessary to formulate an annual budget.
- D. Provide interim reports as needed and requested by the Board or Officers.
- E. Safeguard all WYTC monies and accounts and pay all WYTC bills. All bills for payment must be presented to the treasurer in writing.
- F. Promptly communicate necessary information with other Officers and Board members.
- G. Coordinate with the Regional Trail Corporation (RTC) on financial matters pertaining to the RTC annual financial audit. Maintain annual records for future reference.
- H. Participate in WYTC activities.

Section 8 - Directors at Large. The WYTC shall have three Directors at Large as voted upon by the members. All adult (age 21 and above) WYTC members in good standing are eligible to be a Director at Large.

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Section 9 – Director at Large Responsibilities. The Directors at Large are to function as follows:

- A. Oversee the WYTC, including the selection, appointment, oversight and removal of Officers and Directors at Large.
- B. Establish the WYTC's annual budget and direction with the Officers.
- C. Assist the Officers in the operations of the WYTC.
- D. Comprise the nomination committee for the purpose of selecting and nominating candidates for Officer and Director at Large positions.
- E. Initiate and participate in WYTC activities.

ARTICLE 6 – NOMINATIONS AND ELECTIONS

Section 1 – Each year the Directors at Large shall review the existing slate of Officers and Directors at Large to determine which positions are up for replacement and to recruit new candidates. Those candidates shall be presented at the October regular monthly meeting for election at the regular November meeting. At the November meeting other eligible candidates can be nominated from the floor before a vote is taken. Votes can be either vocal approval or by secret ballot, as determined by the President.

ARTICLE 7 CONFLICTS OF INTEREST

Section 1-Disclosure of Conflict and No Voting When Conflict. No Officer or Director may vote on a matter in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may or does exist, the Officer or Director must disclose the existence of the potential or actual conflict to the remaining Officers and Directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in meeting minutes.

ARTICLE 8 INDEMNIFICATION

To the fullest extent permitted by law, The WYTC, as covered by the Regional Trail Corporation association, shall indemnify its directors, officers, and volunteers against any liability arising out of their official duties, except in cases of gross negligence or willful misconduct.

ARTICLE 9 TERMINATION OF MEMBERSHIP BY THE MEMBER

Section 1-Termination by the Member. A Member may terminate his or her membership at any time by:

- A. Written notice to the WYTC; or
- B. Non-payment of dues. Upon termination of membership the terminated Member shall forfeit any dues paid to the WYTC.

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ARTICLE 10 TERMINATION OF MEMBERSHIP BY THE WYTC

Section 1-WYTC's Right to Cancel Membership. The WYTC reserves the right to immediately cancel any membership at any time for violations such as: conduct detrimental to the image of the WYTC; repeated failure to observe safety rules for the use of maintenance equipment, uncivil behavior, or inappropriate use of WYTC funds. Cancellation will be by a simple majority vote of a quorum of the Board of Directors and will be effective immediately. The canceled member's dues will not be refunded.

ARTICLE 11 DUES

Section 1-Determination and Assessment of Annual Dues. Annual dues shall be determined by the Board of Directors, after consultation with the Officers and review of the budget. Any change in dues shall be approved at a regular membership meeting. Annual dues shall be assessed on an annual basis.

Section 2-Non-refundable. Membership dues are not refundable at any time.

Section 3-Dues Categories. There shall be five (5) categories of dues: 1) Individual; and 2) Family, which includes all members of the same immediate family; 3) Supporting; 4) Benefactor; 5) Sustaining.

ARTICLE 12 STANDING COMMITTEES

Section 1 – Standing committees for Membership, Maintenance, RTC Liaison, Merchandise, and others as deemed appropriate may be created by the President or Board of Directors.

Section 2 – Standing committees will report at the regular, monthly WYTC meetings.

ARTICLE 13 WYTC SPONSORED EVENTS

Section 1 -. All participants in club-sponsored events, including Members and non-members, are expected to conduct themselves in a safe manner, including operating mechanically safe bicycles and obeying all traffic laws. For events that include cycling, helmets are required.

Section 2 - Ride Leaders' Responsibilities. On rides sponsored by the WYTC, the ride leader shall:

- a. Have all member and non-member participants sign the WYTC's waiver of liability form.
- b. Be empowered to ask participants who do not ride in a safe and legal manner or are disruptive to the group to leave the ride.

Section 3 – Membership Requirement for Yough Trail Riders. Regular riders of the Yough Trail Riders group shall be required to become a member of the WYTC and to maintain that membership in good standing if they participate in the rides.

Section 4-Minors. All children under 14 years of age shall be accompanied by a responsible adult on any WYTC-sponsored ride. All riders under 18 years of age must have the waiver of liability form signed by a parent or guardian prior to the ride.

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ARTICLE 14 POLITICAL AND LEGISLATIVE ACTIVITY

Section 1-Political and Legislative Activity. The WYTC will not engage in any political or legislative activity.

ARTICLE 15 RULES OF ORDER

SECTION 1 – Unless otherwise specified herein, Roberts Rules of Order shall apply and govern WYTC meetings.

ARTICLE 16 AMENDMENTS TO THESE BYLAWS

Section 1 - These Bylaws may be amended only by the Board of Directors, subject to the power of the Members to change such action and subject to the limitations on amendments to Bylaws by the Directors as set forth in the Pennsylvania Nonprofit Corporation Law.

ARTICLE 17 DISSOLUTION CLAUSE

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 the federal government, or to a state or local government for a public purpose.

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ARTICLE 18 EFFECTIVE DATE AND AUTHORIZATION OF THESE BYLAWS

The effective date of these bylaws shall be this First day of January, 2026.

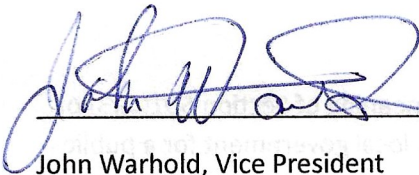
Approved and adopted by the WYTC members on this 17th day of November, 2025.



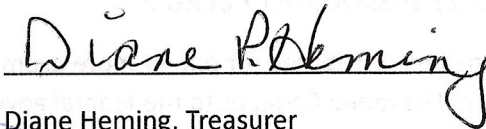
Rebecca Nichols, President




Mary Reid, Secretary



John Warhold, Vice President



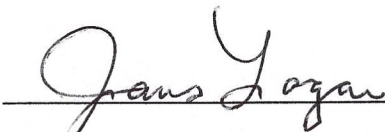
Diane Heming, Treasurer



Robert Hand, Director at Large



William Hurrianko, Director at Large



James Logan, Director at Large