

Susquehanna River Trail Association, Incorporated

Official Bylaws – Revised April 6, 2006

Article I: Name

The name of this organization shall be the “Susquehanna River Trail Association, Inc.” abbreviated as “SRTA”.

Article II: Purpose

The Susquehanna River Trail Association, Inc. (SRTA) is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 for the following purpose or purposes: It is organized exclusively to engage in all legal activities related to the development, maintenance, and operation of the Susquehanna River Water Trail – Middle Section (SRWT-MS), defined between Shamokin Dam and Harrisburg on the Susquehanna River in Pennsylvania.

The SRTA shall promote sustainable use of the river and work toward the continued stewardship of the river and surrounding watershed in partnership with private individuals, environmental and recreational organizations, and government agencies at local, county, state, and federal levels. Further, the SRTA shall work with other organizations toward the goal of a continuous water trail the length of the Susquehanna River and its tributaries, which are outside the limits of the SRWT-MS.

The SRTA is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

To implement this purpose the SRTA shall solicit funds, apply for grants, organize volunteers, hire or contract for additional services, and work toward effective coordination of its governmental, civic, and business partners in this endeavor.

Finally the SRTA shall cooperate with and lead efforts to teach the sustainable use of a water trail including but not limited to safe operation of watercraft, safe and sustainable camping practices, and appreciation of the river history and natural environment.

Article III: Membership

Membership shall be open to anyone interested in the planning, promotion, and maintenance of a water trail system in the Susquehanna River watershed. The purpose for maintaining membership in the association is:

1. To maintain a roster of names and addresses of persons with interest in the Susquehanna River Trail so that the association may plan and promote activities and increase volunteer participation in the planning and maintenance of the SRWT-MS.
2. To enable the collection of dues to be used for the purposes of the SRTA as defined above.

Section A: Categories

1. Adult - individuals 18 years of age or older
2. Junior - individuals 12 to 17 years of age
3. Additional memberships and a dues schedule as created by the SRTA by resolution

Adult and junior members are those living in a household for which dues have been paid. They shall have the right to vote and participate in debate. Voting may be by any reasonable means.

Section B: Suspension or Forfeiture

Members may be subject to suspension or forfeiture, or removal from office in the event of a failure to comply with any of the bylaws or any attempt to represent themselves falsely as a spokesperson for the association. Action may be proposed by resolution at any meeting and taken by a majority vote at the next meeting of the association members.

Section C: The membership shall be vested with the management of the business and affairs of the SRTA.

Section D: Membership Term

Membership is based upon the calendar year (valid January 1 through December 31) and must be renewed annually. New membership applications received after June 30 shall be valid through the next calendar year.

Section E: Membership Privileges and Benefits

Membership privileges and benefits shall be determined from time to time by membership vote.

Section F: Reinstatement of membership

Any member who has had their membership suspended or forfeited pursuant to Section B of this Article may be reinstated with full membership benefits by resolution of the action(s) which resulted in their loss of active membership status, and reinstatement by a majority vote of the membership at a regularly scheduled meeting of the Association. Membership lost due to failure to pay annual dues will be reactivated upon receipt of application and payment of the renewal fee.

Article IV: Dues

Section A: Membership dues shall be proposed as a set fee per household or organization at the October meeting and adopted at the December meeting. In the event these meetings are not held, previous dues remain in effect and may be altered at the next two consecutive meetings. For purposes of voting, any member organization shall be entitled to one vote, to be cast by any organization member, at any meeting. The individual casting such vote shall not be entitled to an additional vote as an individual or family member.

Section B: Members shall be reminded in writing of yearly dues payment no later than November. Members who fail to renew their membership by February 1 shall be considered in arrears. Members in arrears shall lose membership privileges and benefits at that time.

Article V: Meetings

Section A: The general membership shall meet as the business meeting of the SRTA at a time and place as set by the membership. Such meetings shall be open to the entire membership and shall be scheduled to take place the first Thursday of each month at 7:00 p.m. unless otherwise notified. All members shall be notified in writing of all meetings a minimum of 5 days prior to the scheduled meeting date. Likewise, all members shall be notified in writing of all meeting cancellations, if possible, a minimum of 5 days prior to the scheduled meeting date.

Section B: Any two elected officers or any group of five or more members can call special meetings at any time. All members shall be notified by electronic mail or sent a letter at their listed home address prior to all meetings, with said notice specifying the nature of the business to be conducted. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.

Article VI: Officers

Section A: The elected officers shall be First Co-President, Second Co-President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer.

Section B: Only adult members shall be eligible to hold the offices of First and Second Co-President, Corresponding Secretary, or Treasurer. Any member shall be eligible to hold any other office including Recording Secretary, chairpersons of committees and trail masters.

Section C: Nomination of Officers

1. A nominating committee shall be appointed by the Second Co-President by the August meeting. Any interested member may request to join the nominating committee at that meeting.
2. Nominations from the Nominating Committee and from the membership shall be completed by the October meeting. In the event that an October meeting is not held, members shall be notified of nominations in writing by October 20.

Section D: Election and Terms of Officers

1. Ballots shall be distributed, as soon as practicable after nominations are made and accepted in October. Ballots must be returned to the SRTA office by November 15 to be counted. Election results shall be announced no later than the December Association Business Meeting

2. The term of office for First and Second Co-Presidents shall be one calendar year, January through December. A new Second Co-President is elected by the general membership each year by November 15. The current year's Second Co-President automatically becomes the new First Co-President. All other officers shall serve one calendar year, January through December.
3. In the event an office becomes vacant, it shall be filled by special election at the next regular business meeting of the Association.

Section E: Duties of Officers

Duties of officers shall be as stated as follows, with changes made as required by vote at any regular meeting. All members shall receive copies of these duties in writing yearly, a minimum of 1 month prior to October nominations.

1. First Co-President – Shall preside at all regular meetings (unless notification is given otherwise); shall be authorized to execute documents requiring a seal, under the seal of the corporation, as well as grant applications on any local, state, or federal level; shall be an Ex-officio member of all committees; shall have the general powers and duties of supervision and management usually vested in the office of president; and shall set the agenda, time and place for all regular meetings, and forward such to the Secretary to allow timely notification to membership.
2. Second Co-President – Shall act in all cases for, and as the First Co-President, in the latter's absence or incapacity, and shall perform such other duties as may be required to do from time to time.
3. Vice President – Shall arrange educational programs as requested by the membership; and shall act in all cases for, and as the First Co-President, in the event of both the First and Second Co-Presidents' absence or incapacity; and shall perform such other duties as may be required to do from time to time.
4. Corresponding Secretary – Shall handle correspondence and record keeping on behalf of the organization:
 - a) Provide the following information to members via newsletter or mailed notification:
 - i. Individual reminder of their yearly dues payment date per Article IV.
 - ii. Notice of meetings in pursuance of the bylaws.
 - iii. Lists of the duties of officers yearly, a minimum of one month prior to October nominations.
 - b) Receive, record, and transmit dues, donations and purchase payments with copy of documentation source, to the treasurer.
 - c) Maintain a database of all members to be used for:
 - i. General communications and newsletters
 - ii. Recording membership dues payments
 - iii. Deleting records of members in dues payment arrears of 30 days
 - iv. Sending membership cards/receipts to members upon receipt of dues
 - v. Recording and sending acknowledgement of gifts
 - d) Act as Recording Secretary in the latter's absence or incapacity.
 - e) Attest to all legal documents requiring the seal of the corporation.
 - f) Maintain a database of contacts for publicity releases, including the SRTA webmaster.
 - g) Send postal or electronic releases as prepared by the Publicity Committee

- h) Maintain an inventory of merchandise available from SRTA and ship as purchased or arrange for display of items as appropriate.

5. Recording Secretary – Shall attend all meetings (unless notification is given otherwise), and take minutes of such meetings, all of which shall be recorded in a book kept for those purposes. Shall provide copies of previous month’s minutes to meeting attendees, as well as to any member requesting such at any time. Shall maintain archives containing past minutes, financial reports and published documents of the organization.

6. Treasurer – Shall oversee the bookkeeping activity of the organization:

- a. Maintain a SRTA checking account with the calendar year serving as the SRTA fiscal year.
- b. Review its books and ledgers at least annually
- c. Provide a report of financial activities at all membership meetings, as well as financial information to any member requesting such at any time.
- d. Submit all checks to the First Co-President, Second Co-President or Recording Secretary for co-signature, along with a copy of the invoice, or equivalent, for verification.
- e. Submit copy of all deposit slips to Corresponding Secretary to be attached to appropriate record of receipts.

Article VII: Committees

Section A: An Executive Committee (EC) shall be a standing committee of the SRTA. The EC shall be composed of all elected officers and all chairs of committees established by the SRTA. The EC shall assist the President in setting an agenda for the regular meetings and implementing decisions made by the membership. It shall be empowered to act consistent with the decisions of the membership when time does not permit waiting for a regular organizational meeting. When required by law, the EC shall act as the Board of the SRTA. Minutes of the EC shall be distributed at sub-sequential membership meetings.

Section B: A Resource Committee (RC) shall be a standing committee of the SRTA. The RC shall oversee maintenance of the islands and trailheads on the SRWT-MS. The RC shall report at all regularly scheduled meetings, hold committee meetings as necessary to facilitate the ongoing care of the River Trail.

Section C: Additional committees may be organized with the approval of the membership. Appointment of members of a committee and its chair will be made by the First Co-President with the advice of the EC and the approval of the membership. All members shall be notified in writing of all meetings a minimum of 5 days prior to the scheduled meeting date. All members shall be notified in writing of all meetings a minimum of 5 days prior to the scheduled meeting date.

Article VIII: Rules

Section A: Consumption of alcoholic beverages is not permitted on or before river travel or motor vehicle travel associated with SRTA activities.

Section B: Coast Guard approved personal flotation devices (PFDs) must be worn and fastened while participating in SRTA on-water events.

Section C: Activity coordinators have full authority and must have the respect of the group on all trips, maintenance activities, and other SRTA events. This includes but is not limited to conducting activities, terminating an activity, assigning members or guests to specific canoes or boats, determining who can attend the activity, and determining the method of handling emergencies.

Section D: All persons attending water-based activities must be able to swim well or must inform the activity coordinator of their inability.

Article IX: Quorum

The presence of six current members at any meeting shall constitute a quorum, and will enable conducting of business at said meeting. The members present at any meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, providing no objection is made by any member.

Article X: Rules of Order

Except as provided in these bylaws, “Modern Rules of Order” (PA Bar Association) shall govern formal action taken by the association or by any of its committees.

Article XI: Dissolution

Dissolution of the SRTA shall be accomplished by amendment to these bylaws. Upon dissolution of the corporation, and after provision for payment of all liabilities, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, to continue the purposes of this organization. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Dissolution of the SRTA affects the association only as the SRT is a joint creation of the association and its partners upon public land.

Article XII: Amendments

Amendments or alterations of these bylaws shall be made by providing proposed changes to the general membership with other information required, and according to, Article V, and ratified by an affirming vote taken at the following Association Business or special meeting as provided for according to the bylaws of the Association. The affirmative vote shall require two-thirds approval of the members meeting the quorum to adopt any amendment or alteration of the bylaws.