

BY-LAWS
OF
THE OHIO RIVER TRAIL COUNCIL

A NOT-FOR-PROFIT CORPORATION

ARTICLE I

Name and Location of Office

Section 1. Name

The name of the corporation shall be THE OHIO RIVER TRAIL COUNCIL (ORTC). The organization may at its pleasure by a vote of the membership body change its name.

Section 2. Location

The principal office of the Corporation shall be located in postal address 15061 in the State of Pennsylvania. The Corporation may have such other offices, either within or without the State of Pennsylvania, as the business of the Corporation may require from time to time.

ARTICLE II

Organization and Dedication

Section 1. Organization

The Corporation is organized and shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation.

Section 2. Dedication

The corporation is incorporated under the laws of the State of Pennsylvania as a non-profit, volunteer-led organization whose mission and dedication is to establish, promote, protect and preserve a recreation trail along the "La Belle Riviere" or the Ohio River from the Montour Trail and the Three Rivers Heritage Trail to the Columbiana Greenway Trail, in East Liverpool, OH.

The ORTC will promote and provide fitness and recreation. The ORTC celebrates the revitalization of the natural beauty and recreational benefits of the Ohio River, one of Western Pennsylvania's most important and underutilized natural resources.

The ORTC will assist in preserving abandoned rail corridors as public trails. This preservation will offer future generations the chance to experience and learn about United States History. The ORTC plans to provide the U.S. History education by establishing the ORTC Railroad Museum.

Most importantly, the ORTC serves to enhance the economic development and the quality of life for citizens of Beaver and Allegheny County.

Subject to the foregoing, the Corporation may also engage in all other activities which are permissible by law.

ARTICLE III

MEMBERSHIP

Membership in this organization shall be open to all. The membership powers are delegated by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. Number, Tenure and Disqualification.

Directors shall be elected by the Board of Directors at the annual meeting of Directors. Newly elected Directors shall assume their duties at the Corporation's first regular meeting held in January of each year. The number of Directors of the Corporation shall be at least three (3) and no more than twenty (20). Each Director shall hold office for the term for which the Director is elected or until the Director's successor shall have been elected and qualified. The terms of the Directors shall be staggered so that at least one-fourth (1/4) of the Board is elected at each annual meeting of the Directors. Directors of the Corporation need not be residents of Pennsylvania.

Section 2. Management.

The Board of Directors shall manage the business of the Corporation. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with laws of the State of Pennsylvania, the Code, the Articles of Incorporation of the Corporation, or with these By-Laws.

Section 3. Resignations and Vacancies.

Any Director may resign by giving written notice to the Secretary of the Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified. Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of any increase in the number of directors, may be filled by the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

Section 4. Compensation.

The Directors shall not receive compensation for their services as Directors, but the Board of Directors may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors on behalf of the Corporation.

ARTICLE V

Meetings of the Board of Directors

Section 1. Regular Meetings.

The regular meetings of the Board of Directors shall be held without other notice than these By-laws on the fourth Tuesday of each month at the same place as the annual meeting of Directors. If there is no business to be conducted at a regular meeting of the Board of Directors, the President of the Corporation may cancel the regular meeting by giving at least 24-hours prior telephonic notice of such cancellation to each of the Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Pennsylvania, for the holding of regular meetings without other notice than such resolution.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of any officer, or at least two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Pennsylvania, as the place for holding any special meeting of the Board of Director as called by them.

Section 3. Annual Meeting.

The annual meeting of the Directors shall be held on the fourth Tuesday in January of each year for the purpose of electing new directors and officers and the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any election or business transacted at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 4. Notice.

Notice of any special meeting of the Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum.

At any meeting of the Board of Directors of the Corporation, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business, but a lesser number (not less than two (2)) may adjourn any meeting and the meeting may be held as adjourned without further notice.

Section 6. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board of Directors, except as provided by law or by these By-Laws.

Section 7. Action By Consent.

Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 8. Participation by Telephone.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. Interested Directors.

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 void or voidable solely for the reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Directors' relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum.

Section 10. Removal of Directors.

A director of the Corporation may be removed by a vote of two-thirds (2/3) vote of all of the Directors at any special meeting of the Directors called for the specific purpose of removing such Director.

Section 11. Rules of Order.

All questions of parliamentary procedure which are not specifically covered by provisions of these By-Laws shall be governed by Roberts Rules of Order Revised.

Section 12. Executive Chairmen of the Board

The Executive Chairmen of the Board serves as the presiding officer of the Board of Directors. The Executive Chairmen of the Board will assist the Chief Executive Officer and the President to oversee all the operational aspects involved in running the company and to assist in achieving the mission of the institution.

ARTICLE VI

Committees of the Board of Directors

Section 1. Executive Committee.

The Executive Committee shall be comprised of all of the officers of the Corporation. Between meetings of the Board of Directors, the Executive Committee shall have the power of and exercise the authority of the Board of Directors in the management of the Corporation, except as to the election or removal of Officers or Directors of the Corporation, the amendment or repeal of these By-Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Corporation or these By-Laws to act. The Executive Committee shall advise the Board of Directors on all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. The Executive Committee may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 2. Other Committees.

Other committees may be appointed by the President with the concurrence of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision or alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration.

Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors. Any such committee may act by a majority of its members present at a meeting or by writing or writings signed by all of its members.

Section 3. Chair.

One member of each committee shall be appointed chair by the Chief executive Officer or the President.

ARTICLE VII

Advisory Board

Section 1. Advisory Board

The Corporation may have an Advisory Board that can be made up of ex-officio directors' or consultants who shall be elected by the Board of Directors at the annual meeting. The ex-officio directors may advise and consult with the Board of Directors but shall have no vote on any corporate matter.

ARTICLE VIII

Officers

Section 1. Number.

The officers of the Corporation shall consist of a Chief Executive Officer, President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article who shall be members of the Board of Directors. The Board of Directors, by resolution, may create the offices of one or more Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer elected at the annual meeting of the Board of Directors shall take office immediately upon election as such annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. Any officer may succeed himself or herself.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board of Director's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chief Executive Officer

The Chief Executive Officer has the overall responsibility for the company and is primarily responsible to carry out the strategic plans and policies as established by the Board of Directors. The Chief Executive Officer may hold the office of the Executive Chairmen of the Board. The Chief Executive Officer presides over the Executive Committee and in addition advises the Board of Directors. The Chief Executive Officer oversees the operations and human resources of the organization.

Section 6. President.

The President and the Chief Executive Officer has the power to sign, all deeds, mortgages, extension agreements, modification of mortgage agreements, leases, and contracts of the Corporation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The President shall be an exofficio member of all committees and along with the Executive Chairmen of the Board shall preside at all meetings of the Board of Directors.

Section 7. Vice-President.

Except as specially limited by vote of the Board of Directors, the Vice President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all deeds, and contracts of the Corporation during the absence or disability of the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors shall designate.

Section 8. Treasurer.

The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks and notes payable to the Corporation or to its order, may accept drafts on behalf of the Corporation. The Treasurer shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and shall be subject at all times to the inspection and control of the Board of Directors.

Section 9. Secretary.

The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In the Secretary's absence at any meeting an Assistant Secretary or a Secretary Pro Tempore shall perform such duties thereat.

Section 10. Assistant Treasurers and Assistant Secretaries.

The Board of Directors may appoint or may authorize Assistant Treasurers and Assistant Secretaries to perform such duties as shall be assigned to them by the Board of Directors or by the President.

Section 11. Salaries.

The Officers shall not receive compensation for their services as Officers, but the Board of Directors may authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two (2) officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Corporation shall be the period beginning on January 1 and ending on December 31 of each year.

ARTICLE XI

Corporate Seal

Section 1. Corporate Seal

The Board of Directors may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

ARTICLE XII

Dissolution

Section 1. Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to one or more non-profit domestic or foreign corporations, or non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c)(3) of the Code.

ARTICLE XIII

Notices

Section 1. Notices.

Whenever written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee, at such person's address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given three (3) days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery.

Section 2. Waivers of Notice.

Whenever any notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV

Indemnification of Officers and Directors

Section 1. Power to Indemnify in Actions, Suits or Proceedings.

The Corporation shall indemnify a person who was or is a party or is 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 such person is or was a director or officer of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent provided by the provisions of the Pennsylvania's Non-Profit Corporation Act, as such act shall be amended from time to time.

Section 2. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article XIV.

ARTICLE XV


Amendments


Section 1. Amendments

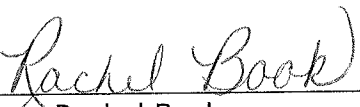
These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Board of Directors of the Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of the Board of Directors. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors.

ADOPTED as of this twenty-third day of July 2009.

OHIO RIVER TRAIL COUNCIL

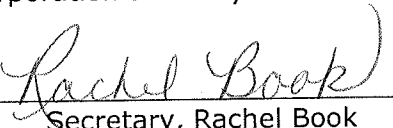
By: 
Chief Executive Officer, Vincent Troia

By: 
President, Mario Leone, Jr.

ATTEST: 
Secretary, Rachel Book

CERTIFICATE OF SECRETARY

The undersigned Secretary of OHIO RIVER TRAIL COUNCIL hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of the Corporation at a duly noticed meeting.


Secretary, Rachel Book