

DISCUSSION GUIDE -- POTENTIAL AMENDMENTS TO BYLAWS OF THE ERIE TO PITTSBURGH TRAIL ALLIANCE

Reflecting 1-20-14 Board and 3-24-14 Bylaws Committee recommendations

Based on 8-18-09 Bylaws, which are still current

ARTICLE	REGARDING	SECTION	CURRENT VERSION	RECOMMENDED AMENDMENTS	3/24/14 COMMITTEE COMMENTS	4/22/14 BOARD FEEDBACK
Article I	Name	1.1	Acronym = ETPA	Acronym = EPTA	Agreed	
Article I	Membership	1.3	Lists the 10 trail groups who are members, really Board of Directors	Insert statement that Board shall adopt and may periodically revise membership categories and dues rates.	Board is described in Article II. Limit Article I to membership. Agreed	
Article II	Number and Term Board of Directors	2.2	Board shall be 1 - 19 Directors	Minimum 9 Directors; no maximum.	Agreed	
		2.2	Each trail group fills 1 seat, plus up to 6 at-large members	Each trail group fills 1 seat, plus up to 33% of Board may be at-large elected from among any/all membership categories.	Agreed	
		2.2	Term of one year; renewable	Terms be 3 years; staggered.	Agreed No term limits.	
		2.2	Doesn't mention agency repres.	Informational guests.	No amendment needed.	
Article II	Quorum	2.7	One half of total Board	25% of seated Board.	Agreed	
	Quorum	2.7	Doesn't mention phone-in, etc.	Authorize interactive communications, and count toward Quorum	Agreed Affects meeting sites.	
Article II	Voting	2.8	Can insist on only the votes of the trail group representatives	One Director = 1 vote.	Agreed	

ARTICLE	REGARDING	SECTION	counting CURRENT VERSION	RECOMMENDED AMENDMENTS	COMMENTS	4/22/14 BOARD FEEDBACK
Article II	Conflict of Interest	2.1	Board may adopt a conflict of interest policy.	Board shall adopt and adhere to conflict of interest policy.	Agreed Sandy is drafting this.	
Article III	Secretary's Duties	3.6	No officer is assigned to keep official records/files.	Assign this responsibility to the Secretary.	Agreed	
Article III	Treasurer's Duties	3.7	(4) Ensure annual audit of books and records is performed by an auditor selected by the Board.	File a brief tax return annually and annual audit/review as necessary.	Agreed	
Article IV	Committees	4.2	Each committee shall meet at least quarterly.	Each committee shall meet as needed.	Agreed	
Article VI	Indemnification	N/A	Does not mention Directors & Officers Liability Insurance.	Add Section 6.7 to authorize EPTA to pay for D & O Insurance.	Agreed	
Table of Contents		N/A		Update to reflect amendments and any new sections adopted.	Agreed	