

**BYLAWS
OF THE
NORTHCENTRAL REGIONAL ATV TRAIL NETWORK
COUNCIL OF GOVERNMENTS**

ARTICLE I – OFFICES

- Section 1. The registered office of the Northcentral Regional ATV Trail (“NRAT”) Network Council of Governments (“COG”) (hereinafter referred to as the “NRAT Network COG”) shall be at Gabriel Fera, P.C., 1010 Western Avenue, Suite 200, Pittsburgh, PA 15233.
- Section 2. The NRAT Network COG may also have offices at such other places as the Executive Board may from time to time appoint or as the business of the NRAT Network COG may require.

ARTICLE II – INTENT AND PURPOSE

- Section 1. The purpose of the NRAT Network COG is to support intergovernmental cooperation by facilitating a safe and sustainable motorized trail network that empowers rural communities to foster conservation and economic growth.

The NRAT Network COG is established pursuant to the Pennsylvania Intergovernmental Cooperation Law, 53 Pa.C.S. §§ 2301–2317, and the Intergovernmental Cooperation Clause of the Pennsylvania Constitution (Article IX, Section 5). Member municipalities join through ordinances or resolutions adopting these Articles of Agreement/Bylaws.

In order to broaden funding opportunities and accept charitable contributions, the NRAT Network COG shall also be organized as a Pennsylvania nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988 (15 Pa.C.S.), and shall seek recognition as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code. The COG’s nonprofit status shall be maintained in a manner consistent with its statutory authority as an intergovernmental body. In the event of any conflict between state law governing intergovernmental cooperation and nonprofit governance provisions, the requirements of the Intergovernmental Cooperation Law shall prevail with respect to municipal authority and obligations.

The service area of the NRAT Network COG is the four-County region in northcentral Pennsylvania consisting of Clinton, Lycoming, Potter, and Tioga Counties. The COG reserves the right to expand its service area and membership in the future.

- Section 2. The core objectives of the NRAT Network COG are collaboration, sustainable management, community engagement, environmental stewardship, and economic growth and development.

Section 3. The NRAT Network COG is a corporation organized under 501(c)(3) of the Internal Revenue Code and does not contemplate pecuniary gain or profit, incidental or otherwise, to its Members.

Section 4. The NRAT Network COG is organized exclusively for charitable, religious, 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 NRAT Network COG shall inure to the benefit of, or be distributable to its members, trustees, Executive Board, or other private persons, except that the NRAT Network COG 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 in these Bylaws.

No substantial part of the activities of the NRAT Network COG shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NRAT Network COG 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/Bylaws the NRAT Network COG 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 the corresponding section of any future federal tax 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.

Upon the dissolution of the NRAT Network COG, 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, for a public purpose. 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 NRAT Network COG 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.

ARTICLE III – MEMBERS

Section 1. The Intergovernmental Cooperation Act authorizes two (2) or more local government entities to jointly cooperate in the exercise or performance of their respective governmental functions, powers, or responsibilities. Such cooperation is to be authorized by ordinance or resolution, which must specify the conditions, duration, purpose, manner, and extent of any financing, organizational structure,

manner in which property will be acquired, managed, and disposed of, and that the entity created will be empowered to enter into certain contracts.

Section 2. There shall be two (2) types of membership, voting and non-voting, and a non-voting partner designation. Voting membership shall be open to all municipalities within the service area of the NRAT Network (Clinton, Lycoming, Potter, and Tioga Counties) that enact an ordinance incorporating the Articles of Incorporation and pay the requisite annual membership fees. Voting Members shall each have a single vote on all issues that come before the NRAT Network COG.

Non-voting participatory memberships shall be open to municipalities within the service area of the NRAT Network who can demonstrate a bona fide interest in, influence on, and/or impact by the NRAT Network COG, who formally apply and are approved by a majority vote of the voting membership. Non-voting memberships shall include those municipalities which have an interest in the NRAT Network and who engage with the NRAT Network COG, but who do not pay annual membership dues and do not have a voting stake in issues brought before the NRAT Network COG.

Non-voting participatory Members shall be able to participate in meetings and give input into action taken by the NRAT Network COG, but they shall not have any voting rights. Such non-voting participatory Members must be approved by a majority vote of the voting Members.

Non-voting Partner designation shall be available to agencies, organizations, and legislative partners with an expressed interest in involvement with the NRAT Network COG to the fullest extent practicable in connection with their area of expertise and interest. While not members, Partners are expected to provide valuable insight and information related to a range of topics related to COG functions and as appropriate shall be invited to participate in in COG meetings and committee meetings. Non-voting Partners do not have a voting stake in issues brought before the NRAT Network COG.

Section 3. Any municipality within the NRAT Network service area may join the NRAT Network COG as a voting Member by formally enacting the Articles of Incorporation through the adoption of an ordinance authorizing the municipality to become a party to the NRAT Network COG. In addition to adopting an ordinance, a municipality seeking to join the NRAT Network COG as a voting Member must pay the requisite annual fee, which amount may be set by the Executive Board at the beginning of each year.

Each voting Member may appoint an elected official or designated representative to represent their interests in the NRAT Network COG. Voting Members may also appoint an alternate representative to serve in their absence.

Section 4. Voting Members must commit to an initial membership term of three (3) years to ensure consistency of the NRAT Network, limit costly revisions to network assets, and provide a predictable experience for users. Voting Members must pay the annual membership fees to maintain voting privileges. At the conclusion of a three (3) year membership term, voting Members will automatically have their memberships renewed for another three (3) year term, unless the withdrawal provisions of Section 6 of this Article are followed.

Section 5. All Members, both voting and non-voting participatory Members, shall have the right to participate in the NRAT Network COG and shall have the benefits of reduced rates relating to purchasing for the NRAT Network, maintenance support, economic opportunities, and mapping support.

Voting Members shall have the additional benefits of customer service, direct representation, and organizational support.

Section 6. A voting Member may withdraw from the NRAT Network COG in accordance with the ordinance or resolution establishing their membership at the end of their three (3) year membership term. Any such withdrawal will become effective upon repeal of the ordinance or resolution creating membership, written notice to the Executive Board at least ninety (90) days prior to withdrawal, and only after the voting Member has fulfilled any fiscal or other responsibilities for joint projects, activities, or purchases undertaken in accordance with these Bylaws.

ARTICLE IV – GOVERNANCE

Section 1. The NRAT Network COG shall have a multi-tiered governance structure consisting of Members, an Executive Board, and Standing Committees.

Section 2. The day-to-day operations shall be the responsibility of the Executive Director, who shall report to the Executive Board.

ARTICLE V – EXECUTIVE BOARD

Section 1. The Executive Board shall consist of seven (7) Board members tasked with administration of the NRAT Network COG and employee oversight. The initial Executive Board shall consist of one (1) elected official designated by each participating County, three (3) elected officials from voting municipal Members, and one (1) at-large representative of a voting or non-voting participatory Member.

Section 2. Following the terms of the initial Executive Board, Board members shall be selected by vote of the full NRAT Network COG voting membership at the first meeting of each year. Ties shall be broken by a second vote of voting Members; in the event that another tie results, the current Executive Board shall vote to break the tie.

Three (3) seats shall be filled by one (1) County Commissioner (or their delegated representatives) from participating Counties. Such County representatives shall serve three (3) year terms. Three (3) seats shall be filled from among voting Members and shall serve for three (3) year terms. The remaining one (1) seat shall be filled from among the at-large voting or non-voting participatory Members and shall serve a three (3) year term. The terms of the Executive Board shall be staggered such that no more than three (3) Board members' terms shall expire at the same time. The initial Executive Board terms shall be determined by drawing as follows: One (1) County representative shall have an initial term of one (1) year, one (1) County representative shall have an initial term of two (2) years, and one (1) County representative shall have an initial term of three (3) years. One (1) voting Member shall serve an initial term of (1) year, one (1) voting Member shall serve an initial term of two (2) years, and one (1) voting Member shall serve an initial term of three (3) years. From there, each County representative and each voting Member shall serve a three (3) year term. Each at-large representative of a voting or non-voting participatory Member shall serve a three (3) year term.

Section 3. All Board members may serve for two (2) consecutive terms. Following two (2) consecutive terms, Board members must take a mandatory break of at least one (1) term length before being eligible for reelection to the Executive Board.

Section 4. The Executive Board shall have a President, Vice President, and Secretary-Treasurer. The Executive Board members shall vote each year to select a President, Vice President, and Secretary-Treasurer.

Section 5. The President shall be the chief Board member of the NRAT Network COG. The President shall preside over all meetings of the Executive Board and Members, shall have general charge and supervision of the business of the NRAT Network COG, and shall have the general powers and duties of supervision and management usually vested in the office of President.

Section 6. The Vice President shall assist the President in carrying out his or her responsibilities. The Vice President shall possess and exercise the powers and duties of the President in his or her absence or temporary disability and shall perform other such duties as may be required from time to time.

Section 7. The Secretary-Treasurer shall be the official recordkeeper and financial custodian of the NRAT Network COG. The Secretary-Treasurer shall prepare all agendas for meetings and shall distribute them as necessary. The Secretary-Treasurer shall keep the minutes of all meetings, noting the attendance, proceedings, votes, and decisions made during such meetings. The Secretary-Treasurer shall give notice of all meetings to the Executive Board, Members, and to the public as applicable, shall keep records of the NRAT Network COG, shall have custody of finances, shall keep full and accurate accounts of receipts and disbursements of money, shall disburse funds as may be ordered by the Executive Board, and shall render to the Executive Board a report of financial transactions and the financial condition of the NRAT

Network COG whenever requested by the Executive Board. The Secretary-Treasurer shall also serve as the Right-to-Know Board member.

- Section 8. If there is a vacancy on the Executive Board, the voting Members shall vote to select a replacement to serve for the remainder of the vacant position's term. The replacement shall be of the same membership type as the vacancy (County Member, voting municipal Member, or non-voting participatory Member).

ARTICLE VI – STANDING COMMITTEES

- Section 1. There shall be five (5) standing committees of the NRAT Network COG. Each committee shall have a designated specific focus or task. The Executive Board may from time to time establish ad hoc committees or create new standing committees.
- Section 2. Membership in Standing Committees shall be open to voting Members and non-voting participatory Members. At the beginning of each year, the Executive Board shall seek nominations to determine interest in each Committee. Following the receipt of nominations, the Executive Board shall appoint Members to each Committee. The Executive Board shall determine the size of each Committee, but there shall be at least three (3) seats on each Committee.
- Section 3. There shall be a Membership and Partnership Committee. The Membership and Partnership Committee shall focus on advocacy, communication, and ATV/UTV clubs. It shall be composed of ATV/UTV clubs (registered nonprofits), supporting businesses, Visitors Bureau/Chamber of Commerce representatives, Township/Borough/Municipal officials, manufacturers, marketing support, along with any other individuals appointed by the Executive Board. The Membership and Partnership Committee shall have a crossover representative from the Finance Committee. The President shall be a Member of the Membership and Partnership Committee.
- Section 4. There shall be a Finance Committee. The Finance Committee shall focus on financial management, grant writing, and management. It shall be composed of an accountant, tax law expert, grant researcher/writer, and an individual with expertise in reporting/documentation, along with any other individuals appointed by the Executive Board. There shall be a crossover representative from the Membership and Partnership Committee. The Secretary-Treasurer shall be a Member of the Finance Committee. The Finance Committee, in cooperation with the Maintenance Committee, shall prepare an annual report, which shall be presented to Members on an annual basis. The Finance Committee shall specify revenue, expenses, economic impact, budget forecasting, grant and sponsorship opportunities, and pending proposals.
- Section 5. There shall be a Maintenance Committee. The Maintenance Committee shall focus on conservation, communication, and ATV/UTV clubs. It shall be composed of

specialists in permits, equipment rentals and materials, bidding, design and engineering, volunteers, labor, documentation and solicitation of maintenance needs, reporting and reassessment, new technology (EV stations), procurement, state COSTARS program, and representation from DCNR NRAT northern trail system crew, along with any other individuals appointed by the Executive Board. There shall be a crossover representative from the Finance Committee. The Vice President shall be a Member of the Finance Committee. The Maintenance Committee, in cooperation with the Finance Committee, shall prepare an annual report, which shall be presented to Members on an annual basis. The Maintenance Committee shall detail work completed, expected maintenance, developing projects, and early identification of problem areas that may require time-sensitive, labor-intensive, or fund-specific interventions by the NRAT Network COG.

Section 6. There shall be an Enforcement and Safety Committee. The Enforcement and Safety Committee shall focus on communication, ATV/UTV clubs, and advocacy. It shall be composed of a DCNR law enforcement ranger, PSP, local law enforcement, magistrate, EMS coordinator, communications specialist, and ATV/UTV clubs, along with any other individuals appointed by the Executive Board. There shall be a crossover representative from the Public Engagement and Education Committee. The President shall be a Member of the Enforcement and Safety Committee.

Section 7. There shall be a Public Engagement and Education Committee. The Public Engagement and Education Committee shall focus on ATV/UTV clubs, conservation, and advocacy. It shall be composed of a communications specialist, ATV/UTV clubs (outreach to national organizations), County planner, DCNR, elected officials, resource ranger, and DCNR NRAT northern trail system environmental educator, along with any other individuals appointed by the Executive Board. The Public Engagement and Education Committee shall have crossover representatives from the Enforcement and Safety and Membership and Partnership Committees. The Secretary-Treasurer shall be a Member of the Public Engagement and Education Committee.

Section 8. Standing Committees shall meet on an as-needed basis, with no fewer than twice-yearly meetings.

ARTICLE VII – BUSINESS OF THE NRAT NETWORK COG

Section 1. Network Additional meetings may be called at the discretion of the Executive Board as the need arises. Meetings shall be advertised and open to the public, in accordance with the Pennsylvania Sunshine Act, 65 Pa.C.S.A. § 701 *et seq.* Executive sessions of the Executive Board may be conducted during regular meetings as needed. The Board may allow virtual meetings or participation in meetings virtually in accordance with the law.

- Section 2. The Executive Board shall determine the exact date, time, and location of regularly scheduled meetings and shall confirm such information at the last meeting of each year for the following year's meetings.
- Section 3. A quorum shall be defined as at least four (4) members of the Executive Board and at least fifteen percent (15%) of the voting Members OR 100% of the Executive Board. The loss of a quorum following commencement of a meeting shall not require adjournment, but no action may be taken by or in the name of the NRAT Network COG.
- Section 4. Each Executive Board member shall have one (1) vote, and each voting Member shall have one (1) vote. If a quorum exists, a simple majority of those Executive Board members and voting Members shall approve any action, unless otherwise stated in these Bylaws.
- Section 5. The Executive Board shall establish, on an annual basis at the first meeting of the year, the membership and other fees that must be paid by voting Members. Other fees may be adjusted by the board as needed. Fees shall be due no later than sixty (60) days after they are established by the Executive Board and are non-refundable. Fees will not be prorated for any Members joining or withdrawing from the NRAT Network COG during the year.
- The Board of Directors shall establish user fee structures, and any changes thereto, annually at the first meeting of the year.
- The Board of Directors shall establish reimbursement rates and schedules annually at the first meeting of the year. These rates shall govern the reimbursement of approved dust suppression, road maintenance, and sanitation expenses consistent with applicable policies and law.
- Section 6. Operational and financial plans, as well as additional projects, activities, purchases, or undertakings shall be approved by a majority of the voting Members at regular meetings, and executed by the Executive Director. All motions must identify the manner of cost sharing to be used, and all voting Members planning to participate in a purchase must agree with the cost sharing method for that purchase prior to approval. Members must take any and all action to comply with the Intergovernmental Cooperation Law.
- Section 7. Notwithstanding the above provisions, the Executive Board may empower the Executive Director to spend money on behalf of the NRAT Network COG for general operations and/or supplemental expenses not explicitly accounted for in the operational and financial plans approved by the membership, up to a limit of \$5,000 per transaction and \$7,500.00 in the aggregate per quarter. Such expenditures must be reported to the Executive Board on a monthly basis and to the full NRAT Network COG Board at the regular quarterly meetings.

Section 8. These Bylaws may be amended from time to time hereafter at any regular or special meeting of the voting Members. No alterations or amendments shall be made to these Bylaws unless notice in writing, stating the terms of the proposed amendment, has been given to the Executive Board and all voting Members at least thirty (30) days prior to the meeting at which the amendment shall be considered. A simple majority of all voting Members shall be required to pass any amendments.

ARTICLE VIII – MISCELLANEOUS

Section 1. The NRAT Network COG shall exist in perpetuity, unless: (a) the NRAT Network COG no longer has two (2) or more Members; or (b) a motion for dissolution is approved unanimously by all voting Members present at a special meeting convened solely for that purpose, following written notice to all Members, providing not less than thirty (30) days’ notice of the special meeting. For any such special meeting, a quorum shall be at least three (3) Board members and at least fifty percent (50%) of the voting Members.

Section 2. If any provision of these Bylaws is found unenforceable or void, then the remaining provisions shall survive, and the Bylaws shall be interpreted as if the unenforceable or void provision is without force or effect.

These Bylaws were approved by a majority of those voting Members present at a regularly scheduled meeting, held the ____ day of _____, 20__, and evidenced by signatures below.

_____	_____
_____	_____
_____	_____