

AMENDED AND RESTATED BYLAWS
THE KENTUCKY RAILS-TO-TRAILS COUNCIL, INC.
A NON-PROFIT KENTUCKY CORPORATION

ARTICLE I

Name

Section 1 - Name

The name of the corporation is "The Kentucky Rails to-Trails Council, Inc." and shall be incorporated under the laws of the Commonwealth of Kentucky.

ARTICLE II

Purpose

Section 1 Purpose

The purposes of the corporation shall be to foster and facilitate the conversion of greenways and railroad rights-of-way in Kentucky by the conversion of such holdings to trail use for the general public; to engage in railbanking under Kentucky Revised Statutes Chapter 277 or otherwise, including, without limitation, any federal law; to manage railbanked railroad corridors; to participate in railtrail conversion proceedings and development efforts; to encourage, promote and facilitate the imposition of public use conditions on abandoned or about to be abandoned railroad corridors; to endeavor to protect, promote and improve those greenways and rails-to-trails already existent within the state; to provide support for the national rails-to-trails movement; to establish programs and procedures to assure prompt evaluation of and response to notification of proposed rail corridor abandonments within Kentucky; to offer information and assistance to agreed upon greenways and rails-to-trails projects; to act as a resource to individuals, corporations and governmental institutions on behalf of public and private policies which favor the development, protection and promotion of Kentucky greenways and rails-to-trails; to provide liaison to the Rails-to-Trails Conservancy as well as to other relevant organizations; and to pursue any other lawful purpose or purposes permitted to a corporation organized under the Kentucky Nonprofit, Nonstock Corporations Act and exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law).

ARTICLE III

Territory, Membership, Dues, Nominations, Annual/Special Meetings

Section 1 - Territory

The territory of the Council is the Commonwealth of Kentucky

Section 2- Memberships

All persons who pay dues to the Kentucky Rails-to-Trails Council shall be Governing Members, entitled to vote at membership meetings. All organizations that pay dues to the Kentucky Rails-to-Trails Council shall be Member Organizations and allowed one vote, per organization, at membership meetings.

Section 3 - Dues

The dues for Governing Members shall be \$10 per calendar year. Dues for Member Organizations shall be \$25 per calendar year. Dues may be altered by majority vote of the Council Board.

Section 4- Annual Meeting

An annual meeting of the members shall be held during the month of April. The meeting shall be for the purpose of electing at-large board members, discussion of goals and strategies for the ensuing year, changes to the bylaws of the Council, and any other relevant business. If the election of Directors shall not be held in April, the Board of Directors shall cause the election to be held at a special meeting of the members as soon as thereafter as convenient.

Section 5- Nominating-Committee

Prior to the Annual Meeting, the Chair shall appoint a Nominating Committee of three (3) Council members to present nominations for at-large board members to the Annual Meeting. The Nominating Committee shall meet and select a slate of nominees for Council Office. Consent of nominees shall be obtained before a name is presented. Nominees shall be named in the Annual Meeting notice. Nominations from the floor shall be in order at the Annual Meeting. The Nominations Committee shall dissolve upon conclusion of the Annual Meeting.

Section 6- Special Meetings

Special meetings of the members may be called at any time by the Chair or by three other at-large Board of Directors. Special meetings of the members shall be called by the Chair upon receipt of a written request from ten percent (10%) of the members of the Council. Notice of the time, place and purpose of the meeting shall be mailed to each Council member not less than ten (10) nor more than thirty (30) days before a special meeting.

Section 7- Proxies

At any meeting of the members, a member entitled to vote may vote by proxy if the proxy has been executed in writing by the requesting member and designating the requesting member's duly authorized attorney in fact. All proxies expire December 31~ of the current year unless an earlier date is designated.

Section 8- Mail Ballot

Any vote of a member may be made at any meeting called for any purpose by mail or a form prepared and sent to that member by the secretary of the corporation and signed by the member and must be received by the secretary one day prior to the meeting indicating the member's vote on any question or resolution posed or recommended by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1 - Board of Directors

The affairs of the corporation shall be managed by its Board of Directors.

Section 2- Number and Election of Board of Directors

The Council Board of Directors shall consist often (10) at-large board members elected at the annual membership meeting, and a representative from each proposed and/or existing rails-to-trails project in Kentucky that has been approved by a majority vote of the at-large board members. At-large board members shall serve a two year, staggered term with five (5) at large members elected at each annual membership meeting. Initially, five (5) of the Directors shall have a one (1) year term and five (5) of the

Directors shall have two (2) year terms. Directors shall serve their terms from the date of their appointment. From the Board of Directors, a Chair shall be elected at the annual board meeting immediately following the annual membership meeting. The Chair shall facilitate all board and membership meetings and the Vice-Chair for Government Affairs, in the Chair's absence, shall carry on duties of the Chair.

The annual board meeting shall be held immediately following the annual membership meeting in April of each year.

Prior to the first annual meeting of members, the number of Directors shall initially be seven (7) and shall serve until elections have been held at the first annual membership meeting.

Section 3- Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a two-thirds vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4- Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of travel and attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 5 - Place of Meeting

The Board of Directors may designate any place of meeting for any annual meeting or any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called the place of meeting shall be the principle office of the corporation.

Special meeting may be attended by one or more members/directors via teleconferencing.

Section 6-Number and Notice of Meeting

The Board of Directors shall meet at least four (4) times a year, once in conjunction with the Annual Meeting at which time a calendar of the year's Board meeting shall be agreed upon. The meeting calendar shall be provided to each Board Member.

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally, by any electronic means or by mail to each member entitled to vote at such meeting not less than ten (10) days prior to the date fixed for such meeting, by or at the direction of the Chair and one other Officer of the Board of Directors. In the case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation with postage thereon prepaid.

Section 7- Quorum

At any meeting of the Board, a majority of the Board members shall constitute a quorum. At the general meeting, twenty (20) members or twenty percent (20%) of the Council membership, whichever is less, shall constitute a quorum.

Section 8- Consent in Lieu of Meeting

Any action to be taken at a meeting of the Directors or a committee thereof may be taken without a meeting if consent in writing, setting forth the action so to be taken, is signed by a majority of the Directors. Such consent shall have the same effect as a unanimous vote.

Section 9- Replacement of Inactive Directors

If during the course of a term of office an elected Director should be unable to regularly attend meetings of the Board, or fails to be a member in good standing with the corporation (does not pay dues and/or misses three consecutive meetings of the corporation), and fails to resign said office, the Board of Directors, upon written advance notification to the Director affected, and with the approval of the Board, may declare the position vacant by a majority vote and fill same as specified in Article IV, Section 3.

Section 10- Committees

The Chair or the Board of Directors may authorize and establish such committees as may be necessary to implement the goals of the Council. The Chair shall appoint the chair and members of any such committee.

ARTICLE V

Officers

Section 1- Number Qualifications and Designation

The Offices of the Corporation shall be a Chair, Executive Director, Vice-Chair for Public Affairs, Vice-Chair for Technical Assistance, Vice-Chair for Finance, Vice-Chair for Public Relations, Legal Adviser, Secretary/Historian, and Treasurer.

Section 2 - Election and Term of Office

The Officers of the Corporation, except those elected by delegated authority pursuant to Article V, Section 3, shall be elected annually by the Board of Directors at the annual meeting, and each such Officer shall hold office until the next annual meeting of the Board of Directors, held in conjunction with the annual membership meeting, and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Section 3- Subordinate Officers Committees and Agents

The Board of Directors may from time to time elect such other Officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any Officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees and other agents.

Section 4- Resignations

Any Officer or agent may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5- Removal

Any Officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the Board of Directors which elected, retained or appointed such Officer, committee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 6- Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors or by the Officer or committee to which the power to fill such office has been delegated pursuant to Article V, Section 3, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term. If a vacancy occurs in the office of the Chair, the Vice-Chair for Public Affairs shall immediately assume the office of the Chair until the Board of Directors fills the vacancy. Any vacancy in the offices of the Chair, Vice-Chair for Public Affairs, Vice-Chair for Technical Assistance, Vice-Chair for Finance, Secretary-Historian or Treasurer shall be filled by a designated appointee by the Board of Directors after receiving a majority vote by the same and shall be filled within twenty-one (21) days of such vacancy.

Section 7- Chair

The Chair shall be the chief executive officer of the Council and shall have general supervision over the activities and operations of the Council, subject, however, to the control of the Board of Directors. The Chair shall sign, execute, and acknowledge, in the name of the Council, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressed delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the Chair's Office, and such other duties as from time to time may be assigned by the Board of Directors. The Chair is authorized to dispense funds from corporate accounts in day-to-day operations of the corporation and consistent with these Bylaws. The Chair shall be limited to three (3) successive terms.

Section 8- Executive Director

The Executive Director (President) shall be serve subject to the control of the Board of Directors. In the absence of the Chair, the Executive Director shall preside over all general supervision of the activities and operations of the Council, subject, however, to the control of the Board of Directors. The office of the Executive Director is non-voting and can be paid, at the discretion of the Board of Directors.

Section 9- Vice-Chair for Governmental Affairs

The Vice-Chair for Governmental Affairs shall perform the duties of the Chair in the absence of the Chair and such other duties as may from time to time be assigned by the Board of Directors, or the Chair. The Vice-Chair for Governmental Affairs shall act as liaison between the Council and public and governmental institutions seeking information and assistance with rails to trails projects. The position shall monitor both state and federal legislation/policies which effect greenways and rails-to-trails in Kentucky and shall keep the Board of Directors and membership apprised of governmental actions which may impact rails-to-trails projects in Kentucky.

Section 10- Vice-Chair for Technical Assistance

The Vice-Chair for Technical Assistance shall monitor railroad abandonments and greenways in Kentucky and shall alert communities likely to be effected. This position shall provide assistance to those needing information on rail-banking, negotiating with railroads, corridor acquisition, trail development and maintenance.

Section 11 - Vice-Chair for Finance

The Vice-Chair for Finance shall be responsible for developing a yearly organizational budget and, with the Chair, organize and implement an effort to raise the funds to meet the budget.

Section 12- Vice-Chair for Public Relations

The Vice-Chair for Public Relations shall be responsible for communications between the original property owner(s), railroad representatives, government and other surrounding property owners where a greenway or rail-to-trail is to be developed. The Vice-Chair for Public Relations shall produce a Council newsletter should the organization issue one. The Vice-Chair for Public Relations shall be responsible for development of displays, brochures, communication with the media, and shall serve as spokesperson for the Council.

Section 13 - Vice Chair for legal Affairs

The Vice-Chair for Legal Affairs shall alert and help the Board of Directors understand the potential legal steps and ramifications of actions taken in regard to rail trails.

Section 14- Secretary/Historian

The Secretary/Historian shall be Secretary of the Board of Directors and of the corporation. He/she shall give or cause to be given, notice of all meetings of the members and the Board of Directors required by the Bylaws or by law to be given. The Secretary/Historian shall keep, or cause to be kept, a book of minutes at such place as the Board of Directors may order, of all the meetings of the Board of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings of the Board of Directors and members' meetings, and the proceedings thereof. The Secretary/Historian shall keep, or cause to be kept, at such place as the Board of Directors may order, a register showing names of members and their addresses. He/she shall maintain or cause to be maintained, as such place as the Board of Directors may order, the official copies of the Article of Incorporation and Bylaws.

The Secretary/Historian will also be responsible for keeping past, present and future documents and correspondence and acting as the Council's historian by maintaining accurate records on each greenway and rail-to-trail developed. The Secretary/Historian will maintain the Council's official files and maintain appropriate reference materials, documents and records to maintain an accurate history of the Council's activities.

Section 15 - Treasurer

The Treasurer shall collect and keep all the funds of the Association in the manner prescribed by the Board of Directors. The Treasurer shall keep, or cause to be kept, an accurate accounting of all financial transactions of the corporation. He/she shall prepare, or cause to be prepared, all financial reports required by the Board of Directors, these Bylaws, or as required by state or federal law.

Section 16- General Requirements

On completion of their term of office, the Officers shall turn over all books, documents, records, funds and other property of the corporation to their successors. The Board of Directors may require the bonding, in such amounts as may be deemed advisable, of any Officer or employee of the corporation who is authorized to handle funds. Such bonds shall be written by Surety Companies, shall conform to the laws of the United States, and shall be paid for by the corporation. Officers may hold more than one office at any one time.

ARTICLE VI

Financial Authority, Contracts, Checks, Deposits, and Funds

Section 1 - Checks, Drafts, and other Orders for Payment

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Chair or if the Chair is unavailable, by such other officer as determined by the Board of Directors. The Board of Directors may, by resolution, provide that a check, draft or order over and above an amount designated by the Board of Directors shall not be signed unless approved by the Board.

Section 2- Deposits

All funds of the corporation 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 VII

Miscellaneous

Section 1 - Books and Records

This corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, on his, her or its agent or attorney, for any proper purpose at any reasonable time.

Section 2- Acquisition of Interests in Real Property

(a) Fee Interests. The corporation may purchase any real property of strategic value in developing trails for use by the public to preserve its availability for public benefit or for the purpose of buffering and protecting railbanked railroad corridors or converted railtrails.

(b) Conservation Easements. The Board of Directors may accept conservation easements (as such term is defined in Kentucky Revised Statute §382.800) to accomplish the corporation's purposes and in order to promote, protect, and buffer railbanked railroad corridors and converted railtrails if an endowment exists or is given with the easement to cover transaction costs, stewardship costs and potential legal costs that the corporation incurs or may incur in defending the easement. Such costs shall be determined by the Board of Directors on a case-by-case basis.

(c) Transfer of Real Property Interests. Nothing in this Article VII, Section 2 shall prevent the corporation from transferring or conveying any real property interest obtained in accomplishing the corporation's purposes, provided such transfer or conveyance shall continue to foster and facilitate the protection and conversation of greenways and railroad rights-of-way into trails for usage by the general public, and shall be to a public agency or a non-profit, non-stock corporation qualified to accept such interests in land for purposes substantially similar to those set forth in Article II, Section 1 of these Bylaws or, in the case of conservation easements, qualified to accept such interests in real property as provided in Kentucky Revised Statute §§ 382.800 through 382.860 and/or under the Section 170(h) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

ARTICLE VIII

Amendments

Section 1 - Powers of Directors to Amend Bylaws

The bylaws of this corporation may be amended, repealed, added to, or new bylaws may be adopted, by a resolution of the majority of the membership at annual membership meeting.

AS OF: January 14, 2002