

BYLAWS OF THE
Shenandoah Rail Trail Exploratory Partnership
(hereinafter referred to as “the Partnership”)

PREAMBLE

The Shenandoah Rail Trail Exploratory Partnership (Partnership) is an unincorporated coalition of public, private and non-profit organizations interested in establishing a multi-use trail within the counties of Shenandoah and Rockingham counties, Virginia. The purpose of these bylaws is to provide a governance structure for the Partnership, which embraces its four founding principles of accountability, transparency, nimbleness of action and efficiency in deliverance.

ARTICLE I
ESTABLISHMENT

Section 1. Establishment. The Shenandoah Rail Trail Exploratory Partnership is established by mutual agreement amongst the eight incorporated Towns, two Counties, two Planning District Commissions, and four non-profit organizations, all henceforth known as the Founding Organizations as defined and named within Article III, within the defined Geographic Focus in Article I, Section 2.

Section 2. Geographic Focus Area. The Partnership shall focus its primary activities within Virginia’s Shenandoah and Rockingham counties, and their constituent incorporated towns, which does not preclude additional activities outside this area. The program activity shall focus on the northern Shenandoah Valley extending from the Strasburg Museum to the Town of Broadway along the former Manassas Railroad line.

Section 3. Functional Positions. The Partnership shall be comprised of the following functional positions within the organization, with duties and relationships further defined in Articles III, IV, V, VI, VII, and VIII.

- A. Founding Organizations,
- B. Governing Council,
 - a. Executive Committee Officers,
- B. Committees
 - a. Standing Committees (4),
 - b. Ad-Hoc Committees,
- B. Non-voting Partners, and
- C. Project Director.

ARTICLE II
PURPOSE OF PARTNERSHIP

Section 1. Purpose. The purpose of the Partnership is to support the transformation of an unused single-track railroad corridor from Strasburg to Broadway into a multi-use trail. The trail will be characterized by sound, sustainable and safe design and will link two unincorporated communities, eight incorporated towns, two counties, multiple school complexes, multiple several parks and multiple numerous businesses, and Civil War sites. It will encourage healthy

lifestyle of among our citizens and will become an economic catalyst for the entire Shenandoah Valley as a target destination for tourists.

Section 2. Functional Focus Areas.

In fulfillment of the purpose, the Partnership shall seek to establish public-private partnerships with local and state government, individuals, or businesses, and non-profit organizations with similar intent to enhance trail infrastructure and revitalization efforts throughout the proposed Shenandoah Rail Trail corridor. The Partnership shall focus its efforts and resources to pursue projects primarily in the following four (4) broadly defined functional areas, which shall serve as the basis for the initial standing committees established in Article V, Section 2:

- Industry and Intergovernmental Relations,
- Community Outreach,
- Planning and Engineering, and
- Finance and Fundraising.

**ARTICLE III
GOVERNING COUNCIL**

Section 1. Powers. There shall be a Governing Council of the Partnership, which shall supervise and control the business, property, and affairs of the Partnership, except as otherwise expressly provided by law or these Bylaws.

Section 2.1. Governing Council Composition and Selection. The initial Governing Council of this Partnership shall be comprised of sixteen (16) members appointed by their respective Founding Organizations in the manner prescribed by each Organization. The composition of the Governing Council shall include members from the following Founding Organizations:

A. One (1) member each appointed from Central Shenandoah Planning District Commission (CSPDC) and the Northern Shenandoah Valley Regional Commission (NSVRC);

B. One (1) member each appointed from the Rockingham and Shenandoah cCounty gGovernments;

C. One (1) member each appointed from the eight (8) incorporated towns (Strasburg, Tom’s Brook, Woodstock, Edinburg, Mount Jackson, New Market, Timberville, and Broadway) along the corridor; and

D. One (1) member each appointed from the following four (4) non-profits: Shenandoah Valley Bicycle Coalition (SVBC), Alliance for the Shenandoah Valley (Alliance), Shenandoah Valley Battlefield Foundation (SVBF), and Friends of the North Fork of the Shenandoah River (FNFSR).

A. The Project Director and chairs of committees will attend and participate in meetings of the Governing Council, but shall not be entitled to a vote unless they are also members of the Governing Council independent of their committee chairmanship. From time to time, the voting members of the Governing Council may enter into Executive Session without the Project Director and committee chairs present for the expressed purpose of addressing personnel matters, legal matters, or other sensitive issues specific to the Governing Council.

F. A Founding Organization may submit written notice to the Executive Committee of its intention to withdraw from the Partnership with the effect of relinquishing its

representation on the Governing Council. Such withdrawal shall not affect the applicability of these bylaws or the function of the Partnership or Governing Council.

- G. The Governing Council may add one or more voting seats to the Council., The number of voting Council members may be increased to the extent permitted by two-thirds (2/3) supermajority vote as consistent with Article IX, procedures for amending the bylaws of the Governing Council.
- H. After the initial Governing Council is formed, the voting members of the Council shall be composed of no less than one (1) representative from each of the participating Founding Organizations and no more than nineteen (19) representatives of participating governments, non-profits or private organizations.

Section 2.2. Governing Council Terms. The regular term of any Council member or Officer shall commence at the annual meeting of the Governing Council of the Partnership in May in which they are elected for a term of one (1) year with no limit to renewal.

Section 3. Alternates or Designees. Should the appointed Member not be able to attend, s/he may designate an Alternate Member to the Governing Council or the appointed Governing Council member may designate a member from their organization to represent them during meetings of the Governing Council. Such Alternate Member or Designee shall assume the same voting privileges during the meetings or period for which they are designated, provided that no organization has more than one vote on the Governing Council. In no case may an Alternate or Designee assume the role of an Executive Committee Officer.

Section 4. Council Member Responsibilities. All Council members' responsibilities shall include, but will not be limited to, the following:

- A. Attending the annual meeting of the Partnership.
- B. Attending meetings of the Governing Council.
- C. Supporting the decisions of the Governing Council as a collective.
- D. Seeking opportunities to further the purpose and mission of the Partnership.
- E. Abiding by and supporting the Partnership's Conflict of Interest Policy, as well as other policies adopted by the Partnership.

Section 5. Annual Meeting. A regular annual meeting of the Governing Council of the Partnership shall be held each year in May and at such time, day, and place as shall be designated in the notice of the meeting. The agenda for the annual meeting shall include election of Officers, statement of the financial condition of the organization, adoption of annual priorities, and other matters as may be appropriate to discuss.

Section 6. Regular Meetings. Regular meetings shall be held not less than four (4) times at quarterly intervals each year at such a time, day, and place as shall be designated by the Governing Council.

Section 7. Special Meetings. Special meetings of the Governing Council may be called by the Chair, by the Executive Committee, or by two-thirds (2/3) of the nine (9) or more Council members to be held at such a time, day, and place as shall be designated in the notice of the meeting.

Section 8. Notice of Meetings and Records. The Governing Council shall adopt its own policy regarding the scheduling of meetings, and how the availability of meeting minutes and all official Partnership records.

Section 9. Quorum. A majority of the voting members of the Governing Council shall constitute a quorum for the transaction of business at any meeting of the Governing Council.

Section 10. Written Consent In Lieu of a Meeting. The Governing Council may take action without a meeting if written consent to the action is provided through electronic mail (e-mail) by two-thirds (2/3) of the Council members in office and eligible to vote. Any actions taken without a meeting shall be recorded in writing setting forth the action so taken, and the writing or writings shall be filed with the minutes of the proceedings. Such consent shall have the same force and effect as a vote of the Governing Council.

Section 11. Telephone and Electronic Meetings. Participation by telephone or electronic means shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 12. Debate and Discussion Processes. *Roberts Rules of Order, Newly Revised*, shall guide debate, discussion and decision making of the Governing Council when not in conflict with these Bylaws.

Section 13. Decision Making. Whenever possible, decisions of the Partnership will be made with full agreement of all voting members of the Governing Council present. If consensus cannot be reached, the Chair may call for a vote and it will be noted in the meeting minutes that consensus was not reached. A simple majority of partners Council members present and voting will determine the outcome of any vote except as noted in Article IV, Section 8 and in Article IX elsewhere within these Bylaws.

Section 14. Conflict of Interest. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Partnership in which a Council member has a direct or indirect personal interest, or any transaction in which a Council member is unable to exercise impartial judgment or otherwise act in the best interests of the Partnership. The Governing Council may shall develop, adopt, and periodically update a written Conflict of Interest Policy which shall be distributed and followed by all Council members.

Section 15. Compensation. No Officer or Council member is to be compensated by the Partnership for his or her services as a Council member or Officer.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. Officers. The officers of the Partnership's Governing Council shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. Collectively, the four (4) Officers shall constitute the Executive Committee of the Governing Council.

Section 2. Eligibility for Election. Any voting member of the Governing Council is eligible to serve as an Officer.

Section 3. Election of Officers.

A. **Initial Election of Officers.** The initial Executive Committee Officers shall be elected by simple majority by the voting members of the Governing Council at its first meeting. The Officers shall serve until the annual meeting in May.

- B. **Annual Election of Officers.** Prior to the annual meeting, the Governing Council Chair shall appoint an Ad-hoc Nominating Committee of at least three (3) Council members or non-voting partners. The ad-hoc committee shall solicit interested candidates from the current roster of Council members for each of the Officer positions, vet their qualifications and make recommendation to the Council in advance of the annual meeting. Upon receiving the recommended nominations, additional nominations from the floor shall be considered and Officers shall be elected at the annual meeting by a majority of Council members eligible to vote. |

Section 4. Powers of Officers. Except as hereinafter provided, the officers of the Partnership shall each have such powers and duties as generally pertain to their respective offices, as well as those that may be conferred by the Governing Council. The Executive Committee shall be responsible for direct oversight and evaluation of the Project Director if so appointed by the Governing Council.

A. **Chair.** The Chair shall give active direction and exercise oversight of the business and affairs of the Partnership. He or she shall preside at all Governing Council meetings and may sign contracts or other instruments, which the Governing Council has authorized to be executed. The Chair shall be responsible for direct oversight of the Project Director if so appointed or hired by the Governing Council.

B. **Vice Chair.** The Vice Chair shall monitor the work of the Committees and help to facilitate communication between Committees and the Governing Council. He or she shall also have such duties and responsibilities as the Chair or Governing Council may from time to time prescribe. The Vice Chair shall preside over Governing Council meetings in the absence of the Chair and, in the case of resignation or removal of the Chair, temporarily assume the position of Acting Chair until a new Chair is selected in accordance with Article V, Section 8.

C. **Secretary.** The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Partnership; see that all notices are duly given in accordance with the provision of these Bylaws;

D. **Treasurer.** The Treasurer shall be responsible for and oversee financial administration of the Partnership as prescribed in Article VII, and shall maintain in good order all financial records of the Partnership. The Treasurer shall monitor compliance with adopted fiscal controls and financial management policies, ensure timely review and submission of financial reports to state and federal agencies (as required), and in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Governing Council.

E. **Temporary Officers.** In case of the absence or disability of any officer of the Partnership and of any person authorized to act in his or her place during such periods of absence or disability, the Chair may from time to time delegate the powers and duties of such officer to any other officer or any other member. Alternate Members or Designees shall not be eligible to serve as an Executive Committee Officer.

Section 5. Additional Duties and Powers of Executive Committee. The Executive Committee is additionally conferred powers found elsewhere within these Bylaws as referenced herein.

- A. Article III, Sections 2 and 7,
B. Article V, Sections 3 and 4, and

- C. Article V, Section 4,
- D. Article III, Section 2, and
- E. Article IV, Section 7.

Section 6. Term of Office. The officers of the Partnership shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next election or until their respective successors shall have been duly elected. No officer may serve more than three (3) consecutive one-year terms in a single position.

Section 7. Resignation. Any officer may resign at any time by giving written notice to the Executive Committee. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 8. Removal. Any Officer may be removed from such office, with or without cause, at any meeting of the Governing Council by a two-thirds (2/3) vote of the Council members eligible to vote.

Section 9. Vacancies. A vacancy in any office shall be filled by a majority vote of the Governing Council for the unexpired term.

ARTICLE V COMMITTEES

Section 1. Creation of Committees.

A. The Governing Council may create committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties articulated in the Bylaws and shall give advice and make non-binding recommendations to the BoardCouncil. Additional powers and duties may be designated by the Governing Council.

B. Members of committees may be anyone from a Founding Organization or non-voting partner whose skills are relevant to the execution of the committee or task force's powerscommittee's powers and duties. Each committee must be reauthorized by the Governing Council at the annual meeting if they are still active and serving an agreed identified organizational need.

Section 2. Standing Committees.

A. ***Industry and Intergovernmental Relations Committee*** – The committee shall serve as an intermediary between the Governing Council and industry organizations, local, state and federal stakeholders on behalf of the Partnership.

B. ***Community Outreach Committee*** – The committee shall lead the Partnership's public-facing communication, media outreach, marketing and public interaction to build the necessary support for and awareness of the trail.

C. ***Planning and Engineering Committee*** – The committee shall assist in planning for the design, construction and maintenance of the trail. These activities may be undertaken internally or through the general coordination with consultants as approved and contracted by the Governing Council.

D. ***Finance and Fundraising Committee*** – The committee shall provide assistance to the Treasurer and Project Director with the raising of funds, and recruiting sponsors and donors. The committee shall also be the primary committee to organize fundraising events and campaigns.

Section 3. Ad Hoc Committees. From time to time, the Executive Committee may appoint temporary ad hoc subcommittees and subcommittee chairpersons to assist the Council in carrying out specific tasks. Each standing committee chairperson shall report to the Governing Council Executive Committee. Ad hoc committees shall serve until such time as the task for which it was created has been completed.

Section 4. Chairpersons.

- A. Each committee or task force shall have a chairperson who is approved by the Executive Committee.
- B. Each committee shall nominate a chairperson for approval by the Executive Committee whenever a vacancy arises.
- C. The Chairpersons of each committee shall also serve as an Ex-officio, non-voting member of the Governing Council in accordance with Article III, Section 2.1.
- D. Other leadership positions may be established within each committee as authorized and appointed by each respective Chairperson.

Section 5. Rules. Each committee or task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Governing Council.

Section 6. Authority. Any formal, binding commitment on behalf of the Partnership shall be approved by the Governing Council.

ARTICLE VI PROJECT DIRECTOR

Section 1. Appointment. The Governing Council may establish, by majority vote, the position of Project Director to manage the routine operations of the Partnership and shall designate this position as either uncompensated or compensated. The appointment and/or removal of a Project Director shall be by a two-thirds (2/3) supermajority vote of the total members of the Governing Council. In no case may a member of the Governing Council serve as Project Director.

Section 2. Duties. The Project Director is directly responsible to the Governing Council Executive Committee. If selected, the Project Director shall be the primary staff person member responsible for internally coordinating the implementation of the Partnership's policies and projects and such other duties as the Governing Council may require. The Project Director may also be authorized by the Governing Council to coordinate the communication between the standing and ad-hoc committees and/or attend certain committee meetings.

Section 3. Status as Ex-officio. The Project Director of the Partnership shall be an *ex-officio*, non-voting member of the Governing Council and, where practical, shall attend each meeting of the Governing Council.

ARTICLE VII

FINANCES

As an unincorporated coalition, the Partnership will initially not have a bank account, and will not directly handle finances. The Governing Council, by majority vote, may enter into a memorandum of understanding or other agreement with a non-profit organization or government organization to act as its fiscal agent as a direct pass-through entity. The needs for a member organization to play this role may evolve, but shall be consistent with these Bylaws and all Financial Policies as may be adopted by the Governing Council. The Treasurer, as established in Article IV, Section 4, shall oversee the coordination of such transactions contracted to a third-party fiscal agent and shall report a monthly summary of all transactions to the Governing Council.

ARTICLE VIII NON-VOTING PARTNERS

In addition to the Founding Organizations defined in Article III, the Partnership shall have voluntary, non-voting partners, who may join the Partnership including other governments, non-profit organizations, private businesses, academic institutions, or individuals. No financial contributions are required to submit an application for non-voting partners designation. Partners shall be eligible for appointment to Standing Committees and Ad-hoc Committees as prescribed in Article V, but shall not participate in selection of Governing Council members or Officers.

ARTICLE IX AMENDMENTS

The Governing Council shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds (2/3) vote of the Council members eligible to vote, including whether the Partnership should be reconstituted as a non-profit organization under 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. All Council members shall receive the proposed amendments no less than five (5) days prior to the date of the meeting at which the amendments will be voted on by the Governing Council.

These bylaws recommended by the Partnership Ad-hoc Governance Committee to the Governing Council on November 7, 2019.

Adopted on November 7, 2019 by a two-thirds (2/3) affirmative vote of the initial Governing Council members.

BY:

/s/

Chair of the Partnership, Brandon Davis

/s/

Vice Chair of the Partnership, Bonnie Riedesel

/s/

Secretary of the Partnership, Jeremy McCleary

ATTESTE:

/s/
