SEPTEMBER 11TH NATIONAL MEMORIAL TRAIL ALLIANCE

Bylaws

A Virginia non-stock corporation, recognized as a charitable and educational organization under Internal Revenue Code Section 501(c)(3).

In effect: October 23, 2026 (adopted by the Board of Directors)

Mission Statement

The September 11th National Memorial Trail Alliance (the "**Alliance**") is a national not-for-profit corporation organized under the laws of the Commonwealth of Virginia and recognized as a charitable and educational organization under Section 501(c)(3) of the Internal Revenue Code.

The Alliance exists to promote the establishment, designation, and development of the September 11th National Memorial Trail network, and to advance its preservation and the general public's safe use and enjoyment of it. The Alliance secures the grants, permits, and design work and commissions licensed contractors to build the trail; the paths, greenways, and parklands it connects are owned and maintained by the states, counties, and land managers along the route.

The September 11th National Memorial Trail network is a long-distance, inter-urban, multi-user transportation and recreation trail network connecting the three memorials commemorating the events of September 11, 2001 — at the World Trade Center site in New York City, New York; the Pentagon in Arlington, Virginia; and the Flight 93 National Memorial in Shanksville, Pennsylvania. This spine route consists of a series of publicly owned and managed trails, linked to form a continuous network, identifiable by the public through signage, maps, and user guides, and serving cyclists, hikers, and other motorized and non-motorized users for recreation and transportation.

Article I. Members and Recognized Roles

Section 1.1 Individual Members

Any person who subscribes to the purposes of the Alliance is eligible to be an individual member. The Board of Directors may establish categories, dues, and fees by resolution. Individual members **do not have the right to vote** for directors or on any fundamental transaction; the Board exercises all rights and powers reserved to members under the Virginia Nonstock Corporation Act.

Section 1.2 Recognized Board-Level Roles

In addition to voting Directors (Article II), the Alliance recognizes the roles below. Only Directors hold a vote at meetings of the full Board and owe the associated fiduciary duties; the other roles

carry the participation and voting rights stated here and nothing more. The **expectations and responsibilities** of each role are set out in the **Officer and Board Roles Policy**.

Role	Full-Board vote	Committee vote	Term
Director (voting board member)	Yes	Yes	Term-limited (Art. II)
Strategic Advisor (formerly "Advisory Member")	No	Yes, where seated	Term-limited
Honorary Member (former Director recognized for service)	No	Yes, where seated	One-year term, renewable by Board invitation
President Emeritus (a former President recognized for service)	No	Yes, where seated	Indefinite, at the pleasure of the Board

The Honorary Member role is the standing off-ramp for Directors who reach the term limit (Article II, Section 2.4) and wish to remain engaged. President Emeritus is an honorific the Board may confer on a former President. It carries no vote at meetings of the full Board and no fiduciary duty, and it is not a seat on the Board for the purposes of the authorized number of Directors (Section 2.2) or the classes (Section 2.3).

Article II. Board of Directors

Section 2.1 General Powers

The business and affairs of the Alliance are managed by its Board of Directors, which may exercise all powers of the Alliance and perform all lawful acts not reserved by law, the Articles of Incorporation, or these Bylaws.

Section 2.2 Number and Qualifications

The Board shall consist of not fewer than seven (7) nor more than seventeen (17) Directors, the exact number within that range fixed by resolution of the Board.

Section 2.3 Classes, Election, and Terms

A. Staggered classes. The Directors are divided into **three classes** (Class I, II, and III), as nearly equal in number as practicable, staggered so that the term of one class expires each year and approximately one-third of the Board stands for election at each annual meeting. Class assignments, and any later reassignment, are proposed by the President, the Governance Committee, or both, and take effect only on approval by vote of the Board.

B. Election. Directors are elected by the Board at the annual meeting (Article III, Section 3.1) to succeed the class whose term then expires.

C. Term length and fixed dates. Each Director's term is **three (3) years** and runs with the class to which that Director is assigned. A Director elected at an annual meeting takes office

immediately following that meeting. For the purpose of measuring term length and class only, the term is deemed to begin on **July 1 of the year in which the Director is elected** and to end on **June 30** of the third year thereafter — or, in each case, until the Director's earlier resignation or removal or the election and qualification of a successor. (For the first-year transition, see Article XIX, Section 19.4.)

Section 2.4 Term Limits

Except as provided in Section 19.3, a Director may serve a maximum of **nine (9) years of consecutive service**, counting all service as a Director, including any partial or shortened term and any term shortened or lengthened to establish or preserve the class stagger. A Director who reaches this limit becomes eligible again after **one (1) year** off the Board, and in the interim is eligible to serve as an Honorary Member or Strategic Advisor (Article I, Section 1.2).

Section 2.5 Resignation and Removal

A. A Director may resign at any time by written notice to the Board, the Chair, or the Secretary; effective on receipt unless a later time is specified, and acceptance is not required.

B. Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Directors then in office at any meeting of the Board, provided that removal is stated as an item on the agenda circulated before the meeting and prior written notice is given to the Director whose removal is proposed. Removal does not disqualify the person from future nomination.

Section 2.6 Vacancies

A. A mid-term vacancy is filled by majority vote of the Directors then in office; the appointee serves the **remainder of the unexpired term of the class** to which appointed, preserving the stagger or, should the Board so determine, rebalancing the sizes of the classes.

B. A seat created by an increase in the authorized number of Directors is filled by the Board and assigned to a class to keep the classes as nearly equal as practicable.

Section 2.7 Compensation and Expense Reimbursement

A Director serves **without compensation** for service as a Director. A Director **may be reimbursed** for reasonable, documented out-of-pocket expenses incurred in furthering the Alliance's purposes, **to the extent the approved budget and available funds permit**. Reimbursement is made under an **accountable plan** and follows applicable IRS requirements, including the IRS standard mileage and per-diem rates and the related substantiation rules.

A Director who is not reimbursed for such expenses, including expenses incurred while providing services outside the scope of a Director's duties, may treat them as a charitable contribution to the extent permitted by law. Acknowledgment and substantiation are governed by the **Expense Reimbursement (Accountable Plan) Policy**.

The President, if a Director, may be compensated for service as President (Article VII). Any compensation or reimbursement permitted under these Bylaws may not exceed the fair market value of the services or the actual expense incurred.

Section 2.8 Directors as Employees

No Director other than the President may be a full-time, permanent employee of the Alliance. The Alliance may engage a Director or officer for a temporary service, subject to the Conflict of Interest requirements of Article VI.

Section 2.9 Core Responsibilities

The Board determines policy and stewards the resources of the Alliance prudently. Among its responsibilities, the Board shall: hire, evaluate, and if necessary terminate the President; approve the annual budget and the allocation of resources, borrowing, and indebtedness; designate trail segments as official parts of the network (and may commission a working group to recommend designations); adopt and maintain the policies required by Article VIII and such other policies as it determines; and oversee the Alliance's mission, finances, and legal compliance. The Alliance is an equal opportunity employer.

Article III. Meetings of the Board

Section 3.1 Annual Meeting Window

The Alliance shall hold an annual meeting of the Board **each year during the second calendar quarter (between April 1 and June 30)**, at a date and place (or virtual venue) fixed by the Board. The annual meeting shall include the election of Directors, the election of any officer class then standing for election (Article IV), the review of these Bylaws for readoption or amendment (Article XVI), and any other proper business.

If the annual meeting is not held within the window, the Board shall hold it as soon as practicable thereafter; failure to meet within the window does not shorten or extend any term or invalidate any Board action.

Section 3.2 Regular and Special Meetings

A. The Board shall meet at least once each year in addition to the annual meeting. **B.** Special meetings may be called by the Executive Committee, the Chair, or any four (4) Directors.

Section 3.3 Notice

Notice may be given by any means reasonably designed to reach a Director, including email, posting to an Alliance website with a contemporaneous email alert, or mail. Notice states the date, time, place or virtual-access method, and — for special and annual meetings — the purposes and agenda.

Meeting	Minimum notice + materials	Maximum
Annual meeting (elections, financials, budget, pre-reads)	**14 days**	30 days
Regular meeting	**7 days**	—
Special meeting	**72 hours**	—
Emergency special meeting (Chair or Executive Committee, emergency stated)	**24 hours**	—

Pre-read and governance materials for the annual meeting — including the slate of nominees, the proposed budget, and the most recent financial statements — shall be distributed with the notice, no less than **14 days** before the meeting.

A Director may waive notice in a signed writing (including email) before, during, or after the meeting; attendance waives notice except where the Director attends solely to object that the meeting was not lawfully called.

Section 3.4 Quorum and Voting

A simple majority of the Directors then in office constitutes a quorum. Each Director has one (1) vote. Except where these Bylaws or law require a greater vote, the act of a majority of the votes cast at a meeting at which a quorum is present is the act of the Board.

Section 3.5 Electronic and Virtual Participation

A. The Board may hold any meeting by, or permit any Director to participate through, telephone or video conference or other technology by which all participants can simultaneously hear one another; such participation constitutes presence in person. **B.** Any notice, waiver, consent, proxy, or signature permitted under these Bylaws may be given electronically, and an electronic signature has the same effect as a manual one.

Section 3.6 Action Without a Meeting

A. Unanimous written consent. Any action that may be taken at a meeting may be taken without one if every Director then in office consents in a writing (including electronic signature) describing the action, filed with the Board's records.

B. Electronic vote between meetings. For matters not requiring unanimous consent by law, the Chair or Secretary may submit a question by email or secure electronic ballot stating the question and a deadline allowing **not less than 72 hours** to respond. Action passes if responses are received from at least a quorum and the required proportion of votes cast is in favor; results are recorded in the minutes of the next meeting.

Section 3.7 Proxies

A Director may authorize the Secretary to act by proxy. A proxy must be signed (including electronically), is valid only for the period stated, and must be received no less than two (2) days before the meeting. A proxy may be counted toward a quorum.

Article IV. Officers

Section 4.1 Officers

The officers of the Board are a **Chair**, one or more **Vice-Chairs**, a **Secretary**, and a **Treasurer**, together with such other officers as the Board may establish. Officers, other than the President, are elected from among the Directors. The **President** is the Alliance's chief executive and serves as a **non-voting** officer.

Section 4.2 Staggered Terms and Fixed Dates

A. Officers serve **two-year terms** in two staggered classes so that about half of the offices stand for election each year:

- **Class A — Chair and Secretary**
- **Class B — Vice-Chair and Treasurer**

The pairing keeps the Chair and Vice-Chair on opposite cycles (leadership continuity) and the Secretary and Treasurer on opposite cycles (records-and- finance continuity). No Director may

be elected to an office where the officer term would extend beyond the end of that Director's maximum period of service as a Director under Section 2.4.

B. The class due that year is elected at the annual meeting by majority vote. An officer elected at an annual meeting takes office immediately following that meeting; for the purpose of measuring term length only, the officer term is deemed to begin on **July 1 of the year in which the officer is elected** and to end on **June 30** two years later, or until a successor is elected and qualified.

C. Transition. At the first annual meeting under these Bylaws the Board elects all four offices; one class (as the Board designates) is elected to an initial **one-year** term to seed the stagger. Alignment of these initial terms to the July 1 start is governed by Article XIX, Section 19.4.

Section 4.3 Officer Term Limits

An officer may serve no more than **two (2) consecutive full terms in the same office**, after which the person is eligible to serve in a different office or, after one year, to return. Service as an officer remains subject to the Director term limit (Section 2.4).

Section 4.4 Duties

Each officer performs the duties customary to the office, the specific duties set out in the **Officer and Board Roles Policy**, and such other duties as the Board assigns. In summary: the **Chair** presides at meetings, provides general supervision of the Alliance's affairs, and supervises the President, who reports to the Chair; a **Vice-Chair** performs the Chair's duties in the Chair's absence or disability; the **Secretary** ensures accurate minutes, gives notices, and maintains corporate records; the **Treasurer** oversees the Alliance's finances, chairs the Finance Committee, presents the annual audited statement, and is bonded as appropriate; and the **President** is the chief executive, reporting to the Board through the Chair, with general charge of operations and staff within the approved budget and Board policy.

Section 4.5 Vacancies, Removal, Resignation, and Succession

A. Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of the Directors then in office. **B.** Any officer may resign by written notice to the Board, the Chair, or the Secretary. **C.** A vacancy in any office is filled by the Board for the balance of the term, preserving the class stagger. **D. Acting President.** If the office of President is vacant or the President is unable to serve, the Executive Committee may designate an acting President to serve until the Board fills the office.

Article V. Committees

Section 5.1 General Rules

All committees are subject to the authority, supervision, and control of the Board. Unless the Board grants authority to act on the Alliance's behalf, a standing committee may only recommend action to the Board. The Board appoints committee chairs and members for terms it determines. Strategic Advisors and Honorary Members may serve on committees and, where seated, each has one (1) vote, as does each seated Director; the Chair is an ex-officio voting member of all committees. Unless the Board provides otherwise, a majority of a committee is a quorum. Committees may meet by electronic means and act by unanimous written consent on the same terms as the Board (Sections 3.5–3.6).

Section 5.2 Standing Committees and Working Groups

The Board maintains an **Executive Committee**, a **Governance Committee**, and a **Finance Committee**, and may establish a **Development Committee**, a **Communications Committee**, and such **working groups** (for example, for trail implementation, state or regional coordination, and trail-segment designation) and other committees as it determines. **Each committee and working group operates under the Committee Charters Policy adopted by the Board, consistent with these Bylaws.** The following governance-critical provisions are fixed in these Bylaws and control over any charter:

- **Executive Committee.** Composed of the Chair, Vice-Chair(s), Secretary, Treasurer, and President (ex officio), plus any additional Directors the Board includes; chaired by the Chair. Between Board meetings it manages the affairs of the Alliance and may act in an emergency after polling as many Directors as is practicable. It may **not** amend these Bylaws, change the organizational structure, or establish major policies without the full Board.
- **Governance Committee.** Composed of Directors. It assembles the annual slate of Director and officer nominees, leads recruitment and orientation, conducts the annual Bylaws review and recommends amendments (Article XVI), and proposes the class assignments and founder-transition placements under Article XIX for approval by the Board, administering them once approved.
- **Finance Committee.** Composed of Directors and chaired by the Treasurer. It develops and recommends the budget, oversees financial policy and investments, and arranges the annual audit or review (Article IX).

Section 5.3 Other Committees

The Board may establish other committees, including regional advisory committees, by resolution, with the membership, authority, and duration it determines.

Article VI. Conflict of Interest

Directors, officers, committee members, and the President owe a duty of loyalty to the Alliance. A conflict of interest arises when a person's financial, personal, or professional interests could impair, or reasonably appear to impair, independent judgment on an Alliance matter. A person with an actual or potential conflict shall promptly disclose it and shall not participate in the debate on, or the vote regarding, the matter, though the Board or committee may request information from the person; the disclosure and recusal are recorded in the minutes. Interested Directors may be counted toward a quorum but not toward the required vote on the matter. Each Director, officer, and committee member shall annually sign a conflict-of-interest disclosure in the form set by the Board's **Conflict of Interest Policy** (Article VIII).

Article VII. Executive Compensation

Compensation of the President and of any other "disqualified person" within the meaning of Internal Revenue Code Section 4958 shall be set or approved by the Board (or an authorized committee) using the rebuttable-presumption procedure: approval in advance by disinterested Directors, reliance on appropriate comparability data, and contemporaneous documentation of the basis for the decision. No interested person participates in the vote on their own compensation. Compensation may not exceed the fair market value of the services.

Article VIII. Required Governance Policies

The Board shall adopt, maintain, and periodically review written policies on, at a minimum: **(a)** conflict of interest; **(b)** document retention and destruction; **(c)** whistleblower protection; **(d)** gift acceptance; and **(e)** expense reimbursement (an accountable plan under Section 2.7). The Board may adopt additional policies. These policies supplement these Bylaws; in any conflict, the Bylaws control.

Article IX. Finances, Records, and Audit

Section 9.1 Fiscal Year

The fiscal year is **January 1 through December 31**.

Section 9.2 Checks, Notes, and Contracts

The Board selects the Alliance's banks and depositories, adopts financial policies, and determines who is authorized to sign checks, drafts, notes, and contracts on the Alliance's behalf.

Section 9.3 Budget

Before the start of each fiscal year the Board adopts an annual budget. The Treasurer, with the President and the Finance Committee, prepares recommendations. The Board may revise the budget during the year, and the Executive Committee compares actual to budgeted results quarterly.

Section 9.4 Audit

An independent audit or review is performed by a certified public accountant as required by the appropriate authorities, engaged annually by the Board.

Section 9.5 Records and Inspection

The Alliance shall keep correct and complete books and records of account, minutes of the proceedings of the Board and its committees, and the records required by the Virginia Nonstock Corporation Act. A Director may inspect the Alliance's records for any purpose reasonably related to the Director's duties.

Article X. Indemnification and Insurance

Section 10.1 Immunity

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as in effect or later amended, no **Director** is personally liable to the Alliance for monetary damages for breach of the duties of a Director.

Section 10.2 Indemnification

To the fullest extent permitted by the Virginia Nonstock Corporation Act and the Articles of Incorporation, the Alliance may indemnify any person who is or was a party, or is threatened to be made a party, to any proceeding by reason of being or having been a Director, officer, employee, or agent of the Alliance, or having served at the Alliance's request in such a capacity for another enterprise.

Section 10.3 Advancement of Expenses

The Alliance may pay or reimburse the reasonable expenses incurred by a Director or officer in defending a proceeding in advance of its final disposition, upon receipt of an undertaking to repay the amount if it is ultimately determined that the person is not entitled to indemnification.

Section 10.4 Insurance

The Alliance may purchase and maintain **directors and officers liability insurance** and such other insurance as the Board determines, on behalf of any person entitled to indemnification under this Article, whether or not the Alliance would otherwise have the power to indemnify that person. A Director or officer asked to provide services to the Alliance beyond the duties of their office is indemnified under Section 10.2 to the same extent. What insurance the Alliance carries for such service, and what that insurance does and does not cover, is set by the Board in the **Officer and Board Roles Policy**.

Section 10.5 Limitation

No immunity, indemnification, advancement, or insurance applies where inconsistent with any provision of the Internal Revenue Code applicable to Section 501(c)(3) organizations — including self-dealing under **Section 4941**, a taxable expenditure under Section 4945, inurement or impermissible private benefit under Section 501(c)(3), or an excess-benefit transaction under Section 4958.

Article XI. Emergency and Continuity of Governance

During an emergency — a natural disaster, public-health crisis, attack, or other event that makes it impracticable to convene or govern normally — the Board or, if a quorum cannot be assembled, the available Directors, may take the actions reasonably necessary to continue the Alliance's operations and protect its people and assets. During such an emergency the Board may modify notice and meeting procedures, and the Directors present (in person or by any means of communication) constitute a quorum. Actions taken in good faith during an emergency bind the Alliance and are subject to ratification at the next regular meeting.

Article XII. Nondiscrimination

In administering its affairs and its programs, the Alliance shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, gender identity, sexual orientation, marital status, age, disability, or any other characteristic protected by law.

Article XIII. Corporate Seal

The Alliance shall have a seal imprinted with the words "September 11th National Memorial Trail Alliance" and the date of its incorporation.

Article XIV. Dissolution

Upon dissolution, the Alliance's 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

provision of any future federal tax law), or to the federal, state, or local government for a public purpose.

Article XV. Advisors and Honorary Members

The Board may appoint Strategic Advisors and Honorary Members, and may confer the honorific of President Emeritus on a former President (Article I, Section 1.2), and may constitute a Board of Advisors. Each serves at the pleasure of the Board, except that Honorary Member status is granted for a one-year term, renewable by Board invitation. Their expectations are set out in the Officer and Board Roles Policy. No advisor, Honorary Member, or President Emeritus receives compensation for service in that capacity, except reimbursement of expenses reasonably incurred for the Alliance's benefit.

Article XVI. Amendment, Annual Review, and Readoption

Section 16.1 Amendment

The Board may adopt, amend, or repeal these Bylaws by the affirmative vote of **two-thirds (2/3) of the Directors then in office**, provided that notice of the proposed action was included in the notice of the meeting. Unless otherwise specified, an amendment is effective at the time of the vote.

Section 16.2 Annual Review and Readoption

At **each annual meeting**, the Governance Committee shall present these Bylaws for review. The Board shall either **readopt** them without change or **adopt amendments** under Section 16.1. The date of the most recent readoption or amendment is recorded as the in-effect date on the cover.

Article XVII. Parliamentary Authority

The most recent edition of *Robert's Rules of Order Newly Revised* governs the Alliance's meetings in all cases to which it applies and in which it is not inconsistent with these Bylaws, the Articles of Incorporation, or applicable law.

Article XVIII. Severability

If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions remain in full force, and the invalid provision is reformed only to the extent necessary to make it enforceable.

Article XIX. Effective Date and Transition

Section 19.1 Effective Date

These Bylaws take effect on their adoption by the Board and supersede all prior bylaws of the Alliance.

Section 19.2 Initial Classing of Directors

At adoption, the President, the Governance Committee, or both shall propose the assignment of each sitting Director to Class I, II, or III, keeping the classes as nearly equal as practicable, and designate the first annual meeting at which each class's term expires (in the first, second, and third years, respectively). The assignments take effect on approval by vote of the Board. Thereafter each class serves standard three-year terms (Section 2.3).

The initial class assignment is a mechanical step to establish the stagger. It does **not** reset, extend, or shorten any Director's term-limit accounting under Section 2.4: all prior service continues to count, and a shortened initial term assigned solely to create the stagger counts toward the nine-year limit for the period actually served. Any grace for founding Directors at or near the limit is governed exclusively by Section 19.3.

Section 19.3 One-Time Founder Transition Grace

Because the Alliance's founding Directors' terms were set to expire at or near the same time, and to preserve institutional continuity, the following one-time provision applies at adoption and does not recur:

- **(a) Smoothed rolloff.** The proposal made under Section 19.2 shall place Directors at or near the term limit across Classes I, II, and III so that no more than approximately one-third of such Directors roll off in any single year.
- **(b) Limited grace.** A Director who, but for this Section, would be required to leave the Board at adoption by reason of the term limit may be assigned to a class whose term expires **up to three (3) years later**, serving a one-time transition term, after which the standard term limit (Section 2.4) applies without further grace. A Director who serves a transition term under this subsection is thereafter eligible to return to the Board only after three (3) years off the Board, rather than the one (1) year otherwise provided in Section 2.4.
- **(c) Off-ramp.** A Director who reaches the term limit and is not continued under (b) is eligible to serve immediately as an **Honorary Member** or **Strategic Advisor** (Article I, Section 1.2).

The Board shall **not** create permanent seats exempt from the term limit; the grace in this Article is a bounded, one-time transition measure.

Section 19.4 First-Year Meeting and Term Alignment

The standard annual-meeting window is the second calendar quarter (Section 3.1), with terms running July 1–June 30. As a one-time transition:

- **(a)** The first annual meeting under these Bylaws is held in **October 2026**.
- **(b)** Directors and officers elected at that meeting take office **immediately following that meeting**; for the purpose of measuring term length and class, their terms are deemed to have begun on **July 1, 2026**.
- **(c)** The Governance Committee sets the initial class expiration dates so that, beginning with the **2027** annual meeting, all elections occur in the Q2 window and all terms run on the standard July 1–June 30 cycle.

Adopted by the Board of Directors of the September 11th National Memorial Trail Alliance on October 23, 2026.

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Matt Harris, Chair Scott Yochum, Secretary

I, Scott Yochum, Secretary of the September 11th National Memorial Trail Alliance, a Virginia non-stock corporation, certify that the foregoing Bylaws were adopted by the Board of Directors effective October 23, 2026.