

Tennessee Trails Association  
4<sup>th</sup> Quarter 2000  
Board Meeting Minutes

The meeting was held Sunday November 12<sup>th</sup>, 2000 at 8:30 a.m. in the Activities Hall of Brandon Springs Group Camp at Land Between the Lakes. Board Members Present were:

Libby Francis	Anne Wesley	Jim Poteet
Sandra Spearman	Barry Spearman	Fount Bertram
Barbara Matheson	Barbara Draude	Keith Mertz
Jim Clark	Suva Bastin	Arleen Scheller
Russell Smith (for Todd Horton)	Jerry Lenski	Gloria Norrid
Leigh Jones	Diane Manas (for Patti Shaw)	

Others Present:

Rob Weber	Dan Brennan	Susan Weber
Vera Churcher	Al Churcher	Elizabeth Gerlock
J. Keith White	Freddi Felt	Margaret Dixon
J. R. Tate	Judith Tate	Ron Ashley
Wanda Cumberland	Wade Winters	

The Board Meeting Minutes from the 3<sup>rd</sup> Quarter were read and approved with the following changes:

1. West TN Regional Rep (Jerry Lenski) Jerry is working with Jim Clark to get the Martin area chapter going this fall.
2. Slide Show (Fount Bertram & Gloria Norrid) The committee will review the outline draft with the slides and report back. The Script will be the next step.

**TREASURER'S REPORT** (Barbara Matheson) A Treasurer's Report was passed out to the Board. Barbara mentioned his was not a final report. The final will be available at the 1<sup>st</sup> Qtr Board Meeting in 2001. In the interim, the newsletter is the biggest expense. Prospective members will now receive complimentary newsletters for only 2 months versus 3. Barbara is in the process of obtaining and reviewing TTA's insurance policy. It covers TTA Officers for, "employee dishonesty." Suva Bastin handed to the Treasurer a \$200 cashier's check from the security/reservation deposit made to Brandon Springs then refunded to TTA by Brandon Springs for the Nov 2000 annual meeting. A Draft copy of TTA's Audit was passed out for review. A Final should be completed before the end of next week. An entire packet to be forwarded by Treasurer to the Secretary.

## NEW BUSINESS

**APPEAL FOR SUPPORT TO PETITION FOR HIKING TRAILS AT BIG SOUTH FORK.** (Richard Horvath) Richard asked the board for support in forming a committee to actively lobby the BSF on behalf of the hiking community to build/maintain hiking trails. Volunteering for the committee: Fount Bertram and Barry Spearman. Eric Wilson and Harold Drapers names were added as potential volunteers to the committee. Richard has established communications with BSF Ranger, and past president of TTA, Howard Duncan to obtain meeting and planning particulars. A September 2000 General Management Plan and Road And Trail Plan was passed out to the Board. Richard will draft an initial letter to send to BSF's superintendent offering assistance to map, build or maintain trails. Once regular communication begins, all Chapter Officers will be notified of every opportunity for TTA to assist BSF. It was also suggested that hike leaders send a letter of thanks to the park's superiors each time TTA leads a hike there because many parks have no idea we've been there. It also makes for good PR.

**APPEAL FOR SUPPORT OF THE CAPITOL CAMPAIGN FOR CTC LAND ACQUISITION.** (Rob Weber) Rob introduced Bill Brown, fundraising consultant, working on the CTSP Capitol Campaign project. Bill gave a presentation detailing goals they have over the next 3 months: To finalize the campaign's advisory board and leaders, completing public relations, wrap up internal campaign, send out grants requests and in February announcing a formal kick-off for the public's involvement.

Rob handed out a quarterly report on the goals and objectives for the CTSP. The CT BreakAway 2001 is being housed at Norris Dam. The CTC auditing process and personnel are better organized to move forward with the Capitol Campaign. A DRAFT of the CTC By-Laws were passed out.

**FEBRUARY 2001 NEWSLETTER** (Diane Manas) Diane will be on vacation during the Jan 10 production period for the February newsletter. Jim Poteet has volunteered to do the February Newsletter in Diane's absence. A formal notice with this announcement was distributed. If space allows, in upcoming issues we may see photographs. All were invited to submit photos to Diane. Photos must contain details: taken by, location, people identified.

**BOARD MEETING CALENDAR FOR 2001** (Libby Francis) The following Board Meeting dates/locations were proposed and approved:

February 17 (Nashville)

May 19 (TTA Weekend 5/19-20 @ Cove Lake)

August 18 (Nashville)

November 11 (TTA Annual Meeting 11/9-11 @ Newport, TN)

The August 2002 Board Meeting may be held at the Barfield-Crescent Park in Murfreesboro.

**RELEASE OF CLAIMS AND HOLD HARMLESS AGREEMENT** (Anne Wesley) Reminded everyone the importance of using the claims form on every TTA led hike. Anne asked that each chapter chair remind their hike leaders. A suggestion was made (Diane Manas volunteered) to revise the claim form to include emergency name and contact number. The revised form would be distributed to all chapter chairs in their next newsletter packet, as well as included with the 4<sup>th</sup> Quarter Meeting Minutes. (Attached)

**PERSONNEL VACANCIES** (Libby Francis) TN Conservation Voters aka EAF needs a volunteer to represent TTA. Libby will act as interim rep.

## REGIONAL REP REPORTS

West TN (Jerry Lenski) A Jackson Chapter is in the works with the possibility of formation after the 1<sup>st</sup> of next year.

Middle TN (Barbara Draude) Columbia Chapter is still progressing while developing a regular schedule of meetings and hikes.

East TN (Arleen Scheller) Was not present during this time.

## COMMITTEE REPORTS

Membership Handbook (Anne Wesley) Has received feedback from several people and is in the process of compiling all of the suggestions. A diskette will be forwarded to the Newsletter Editor for layout and printing. A first time mailing of the Handbook will go to every current TTA member, after this the Handbook will be mailed only to new members.

Slide Show (Gloria Norrid & Fount Bertram) A volunteer was selected (Arleen Scheller) to write the narrative. Project to be completed in February 2001.

Come Hike With Us Brochure (Libby Francis) We revised the brochure to include the Associate Organizations. 1000 copies were distributed among the Board.

Evan Means Small Grants Brochure (Libby Francis) We anticipate a huge number of applicants this year. Additional applications were distributed among the Board.

Membership Chairperson (Anne Wesley) We receive our membership applications from the Come Hike With Us Brochure and Monthly Newsletters. If a Chapter Chair receives the application directly, Anne asked they be sent directly to the Treasurer, Barbara Matheson. Barbara will notify Jim Johnson to input the new member into the database. Members having an address/phone number change or missed newsletters need to go through Anne Wesley. Her temporary e-mail address: [ttahiker@msn.com](mailto:ttahiker@msn.com) Anne announced she will be conducting an informal survey of the chapter chairs regarding the use of the newsletter allocations they receive each month. (Who's getting them, how are they making contacts, is it through a monthly meeting, local newspaper, on the trail, etc.), and whether they need more/less. Anne wants to identify outlets in each chapter's area to get our newsletter and TTA's message out, be it local newspaper, etc. Chapter chairs were

asked to contact Anne to assist. Fount suggested "slot" type display rack to place Come Hike With Us brochures. The number of complimentary copies of the newsletter went from 3 months comp to 2 months. A review and purging of complimentary copies going to VIPs no longer active is forthcoming. At the same time considerations will be made to VIPs needing added.

Annual Meeting, 5-Year Plan (Leigh Jones) A calendar of Annual Meeting Hosts past, present and future was passed out. After a few changes the board voted and passed the following changes: Year 2003 added Cove Lake to host with the East TN and Big South Fork chapters. Year 2006 changed the hosts from CTC & Cove Lake to the Clarksville chapter. Rob Weber inquired about sharing address lists between CTC and TTA for Annual Meeting announcements.

Editorial Committee (Diane Manas) The committee received approval to include local merchant's commercial/announcements, based on newsletter space availability.

Kentucky Trails Association (Leigh Jones) TTA has 9 members that are residents of Kentucky. A resolution passed at the last board meeting stated "TTA was in favor of KTA and as an organization we'll do what we can to further KTA." With this, a proposal was made, then approved by the board, which sets aside up to \$1000 to be used for establishing the Kentucky Trails Association.

4th Quarter 2000 TTA Board Meeting  
Minutes were prepared by Nashville's  
Diane Manas in the absence of Patti  
Shaw.

## **Preliminary Agenda for General Membership Meeting**

### **Welcome and General Announcements**

**Thanks to the Clarksville Chapter for the great job with the Annual Meeting**

**Appeal for funds for Capitol Campaign**

**Chapter reports to the general membership regarding status, projects, activities, etc. by chapter chairs or reps.**

#### **Election of officers:**

**President: Libby Francis**

**Vice President: Leigh Jones**

**Treasurer: Barbara Matheson (explanation and thanks to James Leninger)**

**Secretary: Patti Shaw**

**Membership: Anne Wesley (thanks to Ninez Giles for years of service)**

**East Tennessee Area Rep: Arleen Scheller**

**Thanks and presentation of certificates to Doug Burroughs and Jim and Jenice Johnson for help with the newsletter and database**

**Presentation of the Bill Stutz award**

**Presentation of the Tennessee Trails Association Award**

**Let the auction begin!!**

Preliminary Agenda:  
4th Quarter Board meeting  
November 12, 2000  
9:00 AM

1. Approval of minutes from 3Q 2000 board meeting
2. Treasurer's Report
3. Correspondence
4. New Business:
  - Appeal for support petition for hiking trails at Big South Fork
  - Appeal for support of the Capitol Campaign for CTC land acquisition
  - Newsletter Deadline for 2/01, to Jim Poteet
  - Board meeting calendar for 2001
5. Personnel vacancies
  - Replacement for EAF representative
6. Associate organization reports
7. Regional Rep reports
8. Committee reports
  - Membership Handbook - schedule for completion and distribution
  - Slide Show—schedule for completion
  - TTA brochure ready for distribution
  - Evan Means Grant brochures, and distribution
  - Annual Meeting, 5 year plan Leigh Jones
  - Report from the editorial committee concerning announcements in the newsletter from commercial establishments,
  - Report from the finance committee/area reps concerning standards and criteria for awarding the Evan Means Grant and audit,
  - Kentucky Trails Association report Leigh Jones



Agenda:  
3rd Quarter Board meeting  
August 19, 2000

1. Remembrance of Brain Brown

2. Approval of minutes from 2Q 2000 board meeting

3. Treasurer's Report

4. Announcements:

- Bob Brown and 6<sup>th</sup> edition of *Tennessee Trails*
- Trails Day Activities Public lands Day BS Fork.

5. New Business:

- Request from Charlie Klabunde of Tennessee Citizens for Wilderness Planning, TCWP, to share membership lists for a one-time solicitation
- Request from TRAC for one time solicitation for funds to purchase lands for a connector trail from Ashland City rail to trail and Lock A trail at Cheatham Dam. Slide show to follow. ✓

6. Personnel vacancies

- Replacement for EAF representative Tn Kasevadi Voters
- TTA auction chair — Donations.

7. Chapter reports

8. Associate organization reports

9. Regional rep reports

10. Committee reports

- Membership Handbook - schedule for completion -
- Slide Show—schedule for completion
- TTA brochure
- Evan Means Grant brochures, and distribution
- Annual Meeting report 4/10/11/12 Brandon Spurr. Call Dave for reservations.

11. More new business

- Newsletter schedule and format for January and February, Diane will be out of town. ✓
- other

Oct 14 @ RET.

Breakaway 100%  
or

Number Discussion

Annual Bd Mtg -  
allocation of funds from TTA Auction.

as connector

Rebecca Duvall  
\$1500.

Tree donation?

Audit  
= funds from  
audit design  
so -

culminated River  
consider n.ville  
to Clarks &  
n. B.L.

Frederick Beldar = Chapter Chair, Memphis  
CTC = Rob

Kingsport = potential Chapter?  
Rockwood/Hershey Chapter?

TTA hiker. m. s. d.  
con.

4th Quarter Board meeting  
November 12, 2000  
Brandon Springs, Land Between the Lakes

1. Approval of minutes from 3Q 2000 board meeting
2. Treasurer's Report ✓
3. New Business:
  - Appeal for support petition for hiking trails at Big South Fork — Richard Howarth. ✓
  - Appeal for support of the Capitol Campaign for CTC land acquisition ✓ *Ascent Rob.*
  - Newsletter Deadline for 2/01, to Jim Poteet and other newsletter issues ✓
  - Board meeting calendar for 2001 ✓
  - Reminder to use Release forms every time you lead a TTA hike ✓
4. Personnel vacancies
  - Replacement for EAF representative ✓ *TN (new) voters*
5. Associate organization reports
6. Regional Rep reports *OK*
7. Committee reports
  - Membership Handbook - schedule for completion and distribution ✓ *almost ready*
  - Slide Show—schedule for completion — *Ascent to wait membership*
  - TTA brochure ready for distribution ✓
  - Evan Means Grant brochures, and distribution *due Dec. 3/01.*
  - Annual Meeting, 5 year plan Leigh Jones *held April 1st.*
  - Report from the editorial committee concerning announcements in the newsletter from commercial establishments,
  - Report from the finance committee/area reps concerning standards and criteria for awarding the Evan Means Grant and audit,
  - Kentucky Trails Association report Leigh Jones

**Tennessee Trails Association, Inc.**

**Treasurer's Report for 2000 Annual Meeting**

**November 11, 2000**

Attached are Balance Sheet and Profit and Loss statement for fiscal quarter ending September 30<sup>th</sup>, 2000, and year to date (November 10, 2000). The Third quarter shows expenses higher than income by \$951.60, however year to date (November 10<sup>th</sup>, 2000) shows income higher than expenses by \$3,217.61, resulting in a positive cash flow.

We had two more lifetime memberships paid last fiscal quarter, bringing a total of lifetime memberships paid year to date of 3 (\$1500). All other memberships paid year to date total \$15,075 – membership budget targeted for this year was \$16, 840, so we are close to achieving this goal. Total income (including memberships) was targeted at \$22,320 and year to date we are \$19,659.23. Total expenses for 2000 were budgeted at \$ 16,560.00 and we are \$16,441.62\*\*\* year to date.

There is an incurred payable in the amount of \$3,000 that has been reflected, although not yet paid on the year to date financials. This is for the financial audit required because 1. Total reported income for TTA and CTC (we file under a single tax identification number) in 1999 is over \$250,000\* and 2. CTC receives grants from the Federal Government via State of Tennessee for trail development. The audit will have to be completed again for the fiscal year 2000 by March 31<sup>st</sup>, 2001 as required by a CTC grant\*\* that ended June 2000.

Evans Means grants awarded totaled \$1,970.58, and TTA awarded \$500 to the CTC to sponsor "Breakaway Bluff". Auction Income and award of that income to CTC will be reflected on year end financials. It was agreed at the 2<sup>nd</sup> quarterly board meeting to award all Auction income to CTC this year.

**Barbara A. Matheson**  
**Treasurer**  
**Tennessee Trails, Inc.**

\*The State of Tennessee requires any non-profit registered in the state to file an annual report and if income is more than \$250,000 they also require a financial audit.

\*\*Even if income were lower than \$250,000 and not state required it is at grantor's discretion (and this may change from grant to grant) a financial audit be a requirement of the grant. (Usually it is to ensure that funds given are used for the purpose intended.)

\*\*\* Expenses year to date include \$3,000 for the financial audit. This is an estimated amount.



11/10/00

**Tennessee Trails Association, Inc.**  
**Profit and Loss**  
 July through September 2000

	Jul - Sep '00
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
Book Sales	77.70
Contributions Income	
Unrestricted	-778.00
Total Contributions Income	-778.00
Income, Interest	101.55
Lifetime Membership	1,000.00
Membership Dues	
Family	660.00
Single	1,350.00
Student	60.00
Total Membership Dues	2,070.00
Misc Merchandise Decals etc	13.00
<b>Total Income</b>	2,484.25
<b>Expense</b>	
Allocations	
Chapter Allocations	100.00
Total Allocations	100.00
Donation	
Restricted	500.00
Total Donation	500.00
Donations/Unrestricted	
Memorial Gifts	150.00
Total Donations/Unrestricted	150.00
Insurance	
Liability Insurance	-48.00
Total Insurance	-48.00
Newsletter Editing	200.00
Office Supplies	33.99
Postage and Delivery	
Bulk Permit	100.00
Chapter Mailings/Board Business	224.94
Newsletter	735.90
Total Postage and Delivery	1,060.84
Printing Expenses	
Brochures	20.00
Newsletter	1,274.00
Stationery	145.02
Total Printing Expenses	1,439.02
Void Check	0.00
<b>Total Expense</b>	3,435.85
<b>Net Ordinary Income</b>	-951.60
<b>Net Income</b>	-951.60

11/10/00

**Tennessee Trails Association, Inc.**  
**Balance Sheet**  
**As of September 30, 2000**

	<u>Sep 30, '00</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Union Planters CD	8,150.00
Union Planters Checking	2,897.33
Union Planters MMK	7,311.76
<b>Total Checking/Savings</b>	<u>18,359.09</u>
<b>Other Current Assets</b>	
Post Office Account	514.10
<b>Total Other Current Assets</b>	<u>514.10</u>
<b>Total Current Assets</b>	<u>18,873.19</u>
<b>TOTAL ASSETS</b>	<u><u>18,873.19</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
Opening Bal Equity	14,769.22
Retained Earnings	-1,182.22
Net Income	5,286.19
<b>Total Equity</b>	<u>18,873.19</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>18,873.19</u></u>

11/10/00

# Tennessee Trails Association, Inc.

## Balance Sheet

As of November 10, 2000

	Nov 10, '00
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Union Planters CD	8,150.00
Union Planters Checking	4,085.49
Union Planters MMK	7,311.76
Total Checking/Savings	19,547.25
Other Current Assets	
Post Office Account	257.36
Total Other Current Assets	257.36
Total Current Assets	19,804.61
<b>TOTAL ASSETS</b>	<b>19,804.61</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	3,000.00
Total Accounts Payable	3,000.00
Total Current Liabilities	3,000.00
Total Liabilities	3,000.00
Equity	
Opening Bal Equity	14,769.22
Retained Earnings	-1,182.22
Net Income	3,217.61
Total Equity	16,804.61
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>19,804.61</b>

11/10/00

## Tennessee Trails Association, Inc.

## Profit and Loss

January 1 through November 10, 2000

	Jan 1 - Nov 10, '00
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
Advertising Income	100.00
Annual Meetings Deposit	1,000.00
Book Sales	206.40
Contributions Income	
Unrestricted	315.00
Total Contributions Income	315.00
Grants	
AHA Grant	85.36
Total Grants	85.36
Income, Interest	348.17
Lifetime Membership	1,500.00
Membership Dues	
Family	5,280.00
Retiree	20.00
Single	9,445.00
Student	330.00
Total Membership Dues	15,075.00
Misc Merchandise Decals etc	91.75
Miscellaneous Income	30.00
Reimbursed Expenses	200.00
Royalties	707.55
Workshops	
Photography	0.00
Total Workshops	0.00
Total Income	19,659.23
<b>Expense</b>	
Allocations	
Chapter Allocations	100.00
Total Allocations	100.00
Bank Service Charges	48.61
Donation	
Restricted	500.00
Total Donation	500.00
Donations/Unrestricted	
Memorial Gifts	150.00
Tn Conservation Voters	300.00
Total Donations/Unrestricted	450.00
Equipment	73.67
Equipment Rental	32.00
Evans Means Grant Program	
GR-1-2000 - CTC	200.00
GR-2-2000 - Memphis Chapter	400.00
GR-3-2000 - Plateau Chapter	400.00
GR-4-2000 - Memphis Chapter	630.58
GR-5-2000 - Dunn Diversified Id	340.00
Total Evans Means Grant Program	1,970.58
Insurance	
Liability Insurance	350.00
Total Insurance	350.00
Licenses and Permits	20.00
Meetings	
Quarterly Meetings	200.00
Total Meetings	200.00

11/10/00

## Tennessee Trails Association, Inc.

## Profit and Loss

January 1 through November 10, 2000

	Jan 1 - Nov 10, '00
Merchandise	
Tee Shirts	400.00
Total Merchandise	400.00
Newsletter Editing	450.00
Office Supplies	33.99
Postage and Delivery	
Bulk Permit	132.00
Chapter Mailings/Board Business	656.11
Directory	342.10
Newsletter	2,485.89
Total Postage and Delivery	3,616.10
Printing Expenses	
Brochures	101.56
Directory	562.30
Manuals	27.00
Newsletter	3,715.62
Stationery	145.02
Total Printing Expenses	4,551.50
Professional Fees	
Accounting	3,000.00
Seminars	580.22
Total Professional Fees	3,580.22
Supplies	
Awards etc	64.95
Total Supplies	64.95
Void Check	0.00
Total Expense	16,441.62
Net Ordinary Income	3,217.61
Net Income	3,217.61



Sun

4th Quarter Board meeting  
November 12, 2000  
Brandon Springs, Land Between the Lakes

- concerns*
1. Approval of minutes from 3Q 2000 board meeting
  2. Treasurer's Report
  3. New Business:
    - Appeal for support petition for hiking trails at Big South Fork
    - Appeal for support of the Capitol Campaign for CTC land acquisition
    - Newsletter Deadline for 2/01, to Jim Poteet and other newsletter issues
    - Board meeting calendar for 2001
    - Reminder to use Release forms every time you lead a TTA hike
  4. Personnel vacancies
    - Replacement for EAF representative
  5. Associate organization reports
  6. Regional Rep reports
  7. Committee reports
    - Membership Handbook - schedule for completion and distribution
    - Slide Show—schedule for completion
    - TTA brochure ready for distribution
    - Evan Means Grant brochures, and distribution
    - Annual Meeting, 5 year plan Leigh Jones
    - Report from the editorial committee concerning announcements in the newsletter from commercial establishments,
    - Report from the finance committee/area reps concerning standards and criteria for awarding the Evan Means Grant and audit,
    - Kentucky Trails Association report Leigh Jones

## TTA Annual Meeting Chapter Hosts

1990	Nashville	
1991	TTA Board	
1992	Memphis	Big South Fork
1993	Murfreesboro	Columbia
1994	Clarksville	Cove Lake
1995	Upper Cumberland	Northwest
1996	Nashville	
1997	East Tennessee & Plateau	
1998	Memphis	
1999	Murfreesboro	
2000	Clarksville	

2001	Plateau	
2002	Nashville - Columbia	
2003	East Tennessee - Big South Fork - <i>Cove Lake</i>	
2004	Memphis - Northwest	
2005	Murfreesboro - Upper Cumberland	
2006	<del>CTC - Cove Lake</del> <i>Clarksville</i>	

## **Kentucky Members of TTA**

**James B. McKenzie**  
14488 Consolation Loop  
Crofton, KY 42217-8300  
270-424-5285

**Gail Owens**  
250 West 5th St, Apt. #B  
Russellville, KY 42276  
270-725-8772

**Jo Ann Sadler**  
709 Sycamore Dr  
Russellville, KY 42276  
270-726-7372

**Mary Travelsted**  
563 Briggs Hill  
Bowling Green, KY 42101  
502-7815282

**Mr. & Mrs. Roland Willock**  
162 Ridgewood  
Bowling Green, KY 42103  
270-781-2047

**Laura Bunch**  
916 Linda Dr.  
Oak Grove, KY  
270-439-5329

**Herman Russell**  
167 Clifford Way  
Bowling Green, KY 42103  
270-884-6209

**John C. Taylor**  
Union College, CPO Box 863  
Barbourville, KY 40906-1499  
606-546-6735

**Pat Trotter**  
2415 Shamrock Drive  
Bowling Green, KY 42104  
502-781-4155

# **Cumberland Trail Conference By-Laws (Draft 5, 11/6/00)**

## **Article I: Name and Office**

### Section 1: Name

The NAME of this organization shall be "Cumberland Trail Conference" or "CTC"

### Section 2: Associate Organization

Cumberland Trail Conference is an Associate Organization of Tennessee Trails Association (TTA) and operates under TTA's 501c3 nonprofit status and TTA's Bylaw 10, Associate Organizations.

### Section 3: Office

The Executive Board of Directors shall determine the principal office and mailing address. Unless otherwise stated, it shall be Cumberland Trail Conference 19 East 4<sup>th</sup> St., Crossville, TN 38555

## **Article II: Mission**

To preserve the historical and cultural heritage of Tennessee, conserve natural resources, and provide educational and recreational opportunities through the development and completion of the Cumberland Trail Corridor, and to establish a foundation of support by interconnecting local communities within the trail corridor to acquire, maintain, and promote the Cumberland Trail.

## **Article III: Membership & Finance**

### Section 1: Membership

Any individual or organization interested in the mission of CTC may become a member upon written application accompanied by payment of dues, to be determined by the Executive Board, for which application is made. Those who have donated to CTC, at or above the minimum dues level, are also members. Membership in CTC carries with it full membership in TTA.

### Section 2: Functions and Responsibilities

The Membership shall provide community representation, program leadership, fundraising, and focus for the CTC in carrying out its mission.

#### Section 4: Nominating Committee

Candidates for the Executive Board shall be elected from the slate prepared by the Nominating Committee as appointed by the Executive Board's Chairman. The Nominating Committee shall solicit for suggested nominees from the General Membership.

#### Section 5: Elections and Terms

The Executive Board shall elect new and repeat Executive Board Members from a presented slate prepared by the Nominating Committee. The Executive Board Membership shall be divided into three classes in such a manner so that approximately one-third of the Executive Board Members are elected on an annual basis. Executive Board Members shall serve a 3-year term with an additional 3-year term on renomination. Any member of the Executive Board, who shall have served for two consecutive full terms of three (3) years, shall be ineligible for re-election for a period of one year immediately following the expiration of the second full term. TTA's Board shall approve the Executive Board Members upon election.

#### Section 6: Vacancies and Removals:

The Executive Board may appoint a person to fill any vacancy on the Executive Board, such to serve until the next Executive Board election, provided that person provides equal community representation. The Executive Board may vote to remove an Executive Board Member if they fail to attend three (3) meetings in a row without reasonable cause. This removal must be approved by a two-thirds (2/3) majority vote of the full membership of the Executive Board. The use of a proxy does not count towards an Executive Board Members attendance.

#### Section 7: Meetings and Notice

Regular meetings of the Executive Board shall be held according to the schedule determined by the Executive Board, but no less than twice yearly. Notice of Regular Meetings shall be given at least 30 days prior to the meeting. Special Meetings of the Executive Board may be called by the Chair. Notice of Special Meetings shall be given at least 5 days prior to meeting or may be waived by all members of the Executive Board.

#### Section 8: Quorum and Proxies

At all meetings of the Executive Board, 30% of its membership shall constitute a quorum for the transaction of business. The act of the majority at which there is a quorum shall be the act of the Executive Board. The Chair shall accept proxies, which address specific agenda issues in writing. The Executive Board may act upon written consent on a specific issue, so long as the full membership of the Executive Board agrees to the use of written consent on this issue. Consent may be in writing, by fax, or by e-mail.



## Section 5: Vacancies and Removals:

The Acquisition Board may appoint a person to fill any vacancy on the Acquisition Board, such to serve until the next Board election, provided that person provides equal community representation. The Acquisition Board, upon approval of the Executive Board, may vote to remove an Acquisition Board Member if they fail to attend three (3) meetings in a row without reasonable cause. This removal must be approved by a two-thirds (2/3) majority vote of the full membership of the Acquisition Board. The use of a proxy does not count towards an Executive Board Members attendance.

## Section 6: Meetings and Notice

Regular meetings of the Acquisition Board shall be held according to the schedule determined by the Acquisition Board, but no less than twice yearly. Notice of Regular Meetings shall be given at least 30 days prior to the meeting. Special Meetings of the Acquisition Board may be called by the Chair. Notice of Special Meetings shall be given at least 5 days prior to meeting or may be waived by all members of the Acquisition Board.

## Section 7: Quorum and Proxies

At all meetings of the Acquisition Board, 50% of its membership shall constitute a quorum for the transaction of business. The act of the majority at which there is a quorum shall be the act of the Acquisition Board. The Chair shall accept proxies, which address specific agenda issues in writing. The Acquisition Board may act upon written consent on a specific issue, so long as the full membership of the Executive Board agrees to the use of written consent on this issue. Consent may be in writing, by fax, or by e-mail.

## Section 8: Compensation

Members of the Acquisition Board shall receive no compensation for their services and duties. Nothing herein shall preclude an Acquisition Board Member from serving the corporation in any other capacity and receiving compensation for such services.

# **Article VI: Advisory Board of Directors**

## Section 1: Composition

Composition of the Advisory Board of Directors shall consist of not less than 7 and not more than 13 Directors or such number as shall be fixed by the Executive Board of Directors. The Advisory Board shall consist of Land Managers, Organizational Funders, and Conservation or Recreational Consultants representing the Cumberland Trail corridor and its associated communities. The Advisory Board shall have no Chairman.

### Section 3: Vacancies

The Executive Board may appoint an Executive Board member to fill the remaining term of any Officer vacancy.

### Section 4: Duties and Powers

- A) Chairperson shall preside at all meetings of the membership and the Executive Board, may appoint special committees and serve as ex-officio member of all committees. Additionally, the Chairperson shall be an advisor to CTC's staff, participate in strategic long-term planning issues, act as a reference, and represent CTC to communities, organizations, funders, and governmental agencies.
- B) Vice-Chairperson shall exercise the functions of the Chair in his/her absence.
- C) Secretary shall attend all meetings and be responsible for the keeping of the minutes, for issuing all notices, and for maintaining all records except for financial records.
- D) Treasurer shall be the principal representative of the Executive Board and CTC in regard to fund, accounting, and finance, and shall serve as CTC's representative to TTA's Finance Committee.

### Section 5: Removal

The removal of Officers of the Executive Board may be approved by a two-thirds (2/3) majority vote of the full membership of the Executive Board.

## **Article VIII: Officers for the Acquisition Board of Directors**

### Section 1: Type and Number

The Elected Officers of the Acquisition Board shall be the Chairman and a Vice-Chairman (Chairman Elect), and Secretary.

### Section 2: Election

The majority vote of the full membership of the Acquisition Board shall elect the Officers of the Acquisition Board.

### Section 3: Vacancies

The Acquisition Board may appoint an Acquisition Board member to fill the remaining term of any Officer vacancy.

## **Article X: Committees**

Committee may be established by the Chairs of the Executive and Acquisition Boards.

## **Article XI: Conduct of Meetings**

Robert's Rules of Order shall govern conduct of Meetings unless procedure is contrary to procedures outlined by the by-laws, in which case these by-laws shall govern.

## **Article XII: Amendments**

These by-laws may be amended at any meeting of CTC at which a quorum is present by a majority vote of the Executive Board, provided a thirty (30) day notice is provided to all Executive and Acquisition Board Members of suggested changes to the by-laws.

## **Article XIII: Dissolution**

Upon Dissolution, the responsibility for CTC's issues and funds revert to TTA.