

TTA Third Quarter Board Meeting – 2005
August 6, 2005
Ellington Agricultural Center – TWRA District Office
Nashville, TN

Present: Anna Bertram, Fount Bertram, Gary Cooper, Libby Francis, Leigh Jones, Gloria Lenski, Rosemary Marshall, Carolyn Miller, Brent Morris, LouAnn Partington, Doug Ratliff, Richard Savage, Sandra Spearman, Anne Wesley, Judith Tate

Absent: Garnett Rush, Jerry Lenski, Rick Lausten, Richard Helm, Jim Johnson, Jim Clark, Terry Brophy

TTA Members in attendance: Charlie Jones, Barry Spearman, Sherrie Yokley, Lucy Weikel, Bob Richards, Paul Freeman

TTA President, Fount Bertram, called the meeting to order at 1:00 PM.
The attendees were welcomed and introductions were made.

Approval of 2nd quarter minutes for 2005

- Correction: CTC money will probably always be greater than the TTA budget. Paul expects that there will be \$125 Million each year, so that will require an audit. This should be corrected to be \$1.25 Million.
- The minutes were approved as corrected.

Treasurer's Report - LouAnn Partington.

- Paul Freeman distributed a year-end financial report for the CTC,
- June Parker and LouAnn Partington could not get together and the balance sheet is not currently in balance.
- TTA is operating at a slight net loss, due to Evan Means Grants. However, have a checking account balance of \$10,000.
- Finance committee meeting was held and budgeting process is in progress. Plan to increase the Evan Means budget up to \$3000. The extra money from Sustaining memberships goes into the Evan Means fund.
- Amazon.com will donate an amount to TTA for each purchase if you enter the Amazon website through the TTA website. This is a means of raising funds and members should be encouraged to use this resource.

Membership Report – Fount Bertram. Garnett Rush unable to attend due to health reasons.

- Current high: 645. Commends Memphis for their membership recruitment efforts.
- Directory. Plan to print 850 booklets to allow for one for each member and surplus to use during the year. Cost: \$700.00. Motion to approve this expenditure. Motion carried.

District Representatives Report.

- West Region – Gloria Lenski. Camden is still interested in establishing a chapter and Jerry Lenski has been in contact with Brian Tull, but no further progress.

- Middle Tennessee – Brent Morris. Working with TWRA on a new project to lay out trails at the Walls of Jericho. Hope to get an Americorp team and will be asking for help from TTA chapters.
Also some new opportunities for trail construction are in the works in the Columbia area.

- East Tennessee – No Report as the position is vacant.

Chapter Reports

- Memphis – Gloria Lenski
Summer and no hikes. They are taking a vacation from hiking.
August picnic scheduled.
- Martin. Out for summer no report.
- Jackson – Gary Cooper
Canoe Trip down the Buffalo with 16 participants.
August 21 – Annual chapter picnic.
- Clarksville – Judith Tate
Some hiking
Annual picnic held at Dunbar Cave.
Two members: Mary Hentin and Suva Bastin hiked on the AT and climbed Mount Katahdin.
Rotary Park: meeting scheduled, but a developer has been granted permission
Have begun plans for the 2006 meeting.
Mark Rassas gave a presentation to their chapter about his trip to Mount Kilimanjaro.
- Columbia/Franklin- Sherrie Yokley
September meeting to plan Fall hiking scheduled.
Trying to get more volunteers.
Have a trail workday planned for September 24.
TTA will assist with trail building at the recently acquired State Natural Area, Stillhouse Falls, when permission is granted to build trails in the area.
- Highland Rim – Doug Ratliff
Not much hiking.
Canoe trip planned this week.
Tims Ford State Park wants backpacking trails. The Highland Rim chapter will be assisting to build these trails.
One of the members husband sailed from South Africa to the US.
- Nashville – Libby Francis,
Still hiking even in the heat. Did the Bicentennial Hike Trail and the Stones River Trail.
Good attendance at their monthly meetings.
- Murfreesboro – Anna Bertram
3 – 4hikes per month with a monthly backpacking hike.

Third Quarter Board Meeting Minutes – 2005

August, 6 2005

Adding new members monthly.

Speakers: Jeffrey Hunter did a presentation about his hike on the Alabama Pinhoti Trail.

Family picnic in June.

Hikes planned through January 2996.

September 24 – National Public Lands Day Project at Cheeks Bend Loop Trail in the Yahanli land near Columbia.

Annual meeting planning and organizing is ongoing.

- Upper Cumberland - Richard Savage.
Fewer hikes during the summer due to the heat: only 1 – 2 / month.
Beginning in September, will be hiking every weekend.
- Plateau Chapter – Carolyn Miller.
Some hikes during the summer.
Still have weekly hikes on Wednesday.
As of August will have two hikes per month.
Chapter Picnic was held at a marina on July 30.
- East Tennessee – Rosemary Marshall.
July 16 – Engine Creek hike had an 81- year old participant.
Chapter Picnic – August 13
Harold Draper – Public Lands Day project planned at Honey Creek in the Big South Fork.
- Cove Lake – No Report.
- Big South Fork – Tim Takacs
Hiking monthly and also hikes during the week a couple times during the month.
Pumpkin Festival in Allardt – September 30 – October 1.

National Public Lands Day – September 24, 2005

Posters and information brochures were available at the board meeting.

East Tennessee – Big South Fork Project

Murfreesboro – Trail building project on the Yahnali lands near Columbia.

TVA land that was designated for a reservoir, but project cancelled, so the land was given to the State of Tennessee and TWRA had the money to manage the property. Thirty-five miles of the Duck River run through the property. Four-mile figure eight loop has been flagged. Goal: 50 people to build the trail on September 24. Tools will be furnished. Contact: Fount Bertram.

LouAnn Partington volunteered to write a press release for the Middle Tennessee Project.

Anna Bertram asked if the Columbia/Franklin chapter would try and get a restaurant to donate lunch for the Yahnali trail project.

Evan Means Small Grants – Leigh Jones.

Now taking applications – contact Leigh Jones. Deadline for submission for 2006 grant requests is December 31, 2005.

Cumberland Trail Conference Report – Sandra Spearman.

(See handouts)

Big Dig program added seven miles to the trail. Currently: 165 miles are built.

At least 37 TTA members participated in Big Dig 2005.

Plan for 2005 is to build 19 miles of trail and plan to build 25 miles in 2006. Total man-hours through the end of June 2005 equal all the man-hours for 2004.

Sandra Spearman thanked the TTA members for their volunteer efforts.

The Evan Means Grant helped to fund housing for the Big Dig and Paul thanked TTA for the grant.

- CTC Programs – Paul Freeman.
Fall 2005 Program: October 9 – 23. This will be a backcountry/backpacking project. They are in need of someone to camp in Frozen Head and be the camp contact. They do not need to hike or to build trail. Jim Davis will be overseeing the project. The hike to the work site is 1 ½ miles and due to the elevation gain it takes 1 ½ hours to get to the work site.

Spring 2006 programs: plan to concurrently operate a North program and a South program.

Nominating Committee – Leigh Jones.

- Nominees proposed by the Nominating Committee:
President – Anne Wesley
Need a candidate for Vice President
Need a candidate for the East Tennessee Representative
Need a candidate for the West Tennessee Representative
Secretary – Carolyn Miller
Treasurer – LouAnn Partington
Newsletter editor – Tina Dean. Fount to contact Tina Dean to determine if she will continue in this position.
Membership Director – Garnett Rush

Annual Meeting Report – Anna Bertram.

- Registrations slow with only 36 registered to date.
- Lodging: Camping: \$5 per person per night. The dormitory cabins are nice.
- Off site lodging: two motels in Monteagle and two more that might be available.

Third Quarter Board Meeting Minutes – 2005

August, 6 2005

- Emphasizing hikes during this meeting. To date, 14 hikes planned. Anna Bertram will send list of hikes to chapter chairs in order to solicit hike leaders and sweeps.
- Requesting from each chapter.
Chapter display of the year's activities
5 quality items for the auction (pre-register these items)
Chapter fundraising items (must be approved by the Annual meeting committee)

- Will recognize the TTA and CTC founders (14 are still living) at the Saturday evening banquet.
- Still need an auctioneer.

Old Business

TTA/CTC – Financial Situation.

- LouAnn Partington, Jim Poteet and Fount Bertram met with a lawyer in Brentwood on July 19 to discuss the issue. The Brentwood lawyer was asked should we split and he said that we did not need to separate. The Crossville lawyer consulted by Paul Freeman and Nora Beck asked the lawyer should we split. He said there was no legal reason to split, but if we decided to he told us how to do that. The Crossville lawyer did not write a legal opinion. CTC talked to the Tennessee Secretary of State and was told that we were questionable in our activities.
- Bob Phelp, attorney for Tennessee Parks and Greenways, met with LouAnn Partington, and wrote an opinion for TTA. We must obtain liability insurance for the TTA Board and Officers to protect us with our activities. It was determined that CTC is out of compliance with TTA by-law #10 in the fact that CTC has a board that is active and serve more than an advisory role. Only TTA members can be officers of CTC. Advisory members may or may not be TTA members. Paul Freeman talked to Bob Brown, a founding father of TTA and CTC and was told that CTC was initiated as an affiliate organization of TTA for simplicity.
- Charitable contributions. Under the TTA charter, if CTC solicits funds, then CTC would have to operate as an affiliate organization of TTA and use the TTA logo.
- The original reason for considering a split is that the TTA treasurer was handling the funds for CTC. Why do we have the same treasurer? Because we only have one 501 C – 3. The large amount of money managed by CTC will continue to grow and this situation will be around for at least another 6 years. Still some concern that even with errors and omissions insurance, we will have problems getting volunteers to handle TTA duties that are related to CTC.
- Fount Bertram stated that the lawyer consulted by TTA said as long as CTC provided financial data to TTA that the President and Treasurer of TTA were legal in signing off on CTC items.
- What does the CTC board think? Paul polled the active members of CTC this week. Nine were in favor of separating, 1 abstained, and 1 was undecided.
- Paul Freeman described his research into the simplest method to separate. The CTC lawyer says that CTC should take over the non-profit charter of TTA and TTA should form a new charter. This would be the shortest and cheapest method. If we CTC were to get a new charter, then would need to transfer \$650,000 from CTC to TTA and could incur tax liabilities. The money was raised under the TTA 501 C-3, so the money has to go with the 501 C-3. Once all the paperwork is in place, the two organizations could separate. The two organizations can use the one 501 C-3 until both organizations have the paperwork completed. It would take 4 – 6 months to complete this process.
- Why would it be a problem for CTC to get a new number instead of TTA? CTC has permanent staff and a contract with the state for operations and changing the tax number would be more complicated.
- Estimates of cost to separate: Legal review of a charter \$100.00. Cost to file: \$20.00. Cost to transfer: \$20.00. The Crossville lawyer says that both CTC and TTA need a by-law change and that an attorney should review their by-laws.
- Need synergy between the two groups. Each organization should have a representative on the other board. Originally, the discussion to split started because of a desire to separate the finances between the organizations
- Disadvantages of separation: cost, uncertainty, and perception that the two groups do not get along. Some members know the situation; some new TTA members don't know the relationship between TTA and CTC. As Board representative, it is our duty to educate members about the situation and to support the organization. We have a newsletter and other ways to make the issue known to our members. We need to dedicate some time to this issue during the TTA annual meeting.
- Concern that if the separation created taxes, that money donated for trail building be spent paying taxes.
- Paul has asked CTC to form a committee to determine how the separation should occur if TTA should vote to support the separation.

Third Quarter Board Meeting Minutes – 2005

August, 6 2005

- Some discussion of whether the separation would require a by-law change and therefore a vote by the general membership. After review of the by-laws, it was determined that the formation of CTC was a board decision and we would only be changing a board decision. When TRAC became inactive, the TTA board made the decision. To be certain of this, we need to review the TTA board meeting minutes concerning the formation of CTC. Carolyn has the TTA archives at home.
- **Motion** by Anne Wesley "That Anne Wesley, Fount Bertram, LouAnn Partington, and Jim Poteet and a CTC representative meet with the TTA attorney to get more direction and to review the by-laws." The motion carried.

Additional Old Business

Building hiking trails at the Hermitage.

ACTION: Fount Bertram delegated this project to Libby Francis. She will be in charge of this project.

New Business.

- Introduced Bob Richards. As of July 1, 2005, he is the new State Trails and Greenways Coordinator. He may be contacted at robert.richards@state.tn.us. His job is to map and establish a GIS database of all trails in Tennessee. He will also help to administer the Recreational Trails Grant money. He has been involved with TTA for many years.
- Errors and Omissions Insurance. The TTA board and officers will be covered by the insurance. LouAnn Partington will take care of purchasing this insurance.
- Board University. Institute for Conservation Leadership sponsors training programs for board members of non-profit organizations. Carolyn to pursue this possibility.
- National Trails Grants. AHS has grants from \$500 - \$10,000.
- REI has given TTA a grant for \$3,300. Anna Bertram wrote the grant proposal in order to purchase the following equipment: a digital projector, a laptop computer, a 70 X 70 projection screen and a lighted tabletop display unit. They expect to have the items purchased by the October annual meeting.
- Awards to be presented at the Annual meeting.
 - Bill Stutz Award – Nomination from the floor: Fount Bertram
 - Tennessee Trails Award – Nomination from the floor: Warren Devine. Leigh Jones moved "to accept Warren Devine as a nominee for the Tennessee Trails Award pending the determination that Warren Devine is a TTA member". Motion carried.
 - Golden Squirrel Award – Ground rules: can't be awarded to same person more than once. Must lose at least one hiker. Nomination

from the floor: Jim Schroeder. He left his keys in a car shuttle and had to walk back to the cars instead of being able to shuttle the cars. Motion carried with Brent Morris against the motion.

Meeting was adjourned at 4:28 PM.

Respectfully submitted,

Carolyn Miller
TTA Secretary
August 20, 2005