

**Tennessee Trails Association
Fourth Quarter Board Meeting
Brandon Springs Group Camp
Dover, TN
October 28, 2012**

Attendees: Don Dresser, Millette Jones, Carolyn Miller, Sara Pollard, Levonn Hubbard, Ron Dunn, Joan Hartvigsen, John Redmon, Marvin Caine, Ann Jacobs, JR Tate, Louise Miniard, Cheryl Heckler, Nora Beck, Linda Hudson, Doug Burroughs, Jim Poteet, Rosemary Marshall, Bob McGavock, Vicki Moeller

Visitors: Linda Hixon.

Meeting was called to order by President, Millette Jones at 8:31 AM.

Welcome and Introductions were made.

Don Dresser announced a hike to Fort Henry after the board meeting.

Secretary's Report – Carolyn Miller (filling in for Diane Manas)

Approval of minutes of August 2012 board meeting. Ron Dunn: Motion to accept as corrected and distributed. John Redmon: Motion seconded and motion passed unanimously.

Treasurer's Report – Ann Jacobs

Distributed.

No questions from the floor.

Membership Report – Ron Dunn

Total of 583 members: 354 Individual, 145 Family. Membership is approximately same as last year at this time.

Plan to meet with the new membership director, Tim Townley, shortly.

Ron Dunn will be available to assist with membership issues during the transition.

Monthly membership info sent to the chapters: routinely only send out past two months. Shaded listing shows membership that has expired.

Discussion about how chapters use the membership data that is sent:

 Contact the member the month before their membership expires.

 Shaded in members show the first of the month that their membership expires.

 They will receive the newsletter for that month.

Discussed method of capturing credit card data.

Send all new members a packet of information plus a window decal.

CTC Report – Millette Jones (filling in for Diane Manas)

Documents were distributed by e-mail.
Diane Manas submitted a CTC update.
Bob Richards submitted a document showing the list of CTC grants.
CTC is building trail this weekend.

Reports by Regional Representatives

- West Tennessee – Graydon Swisher.
 - No report.
- Middle Tennessee - Nora Beck
 - No significant progress forming a chapter in the Lawrenceburg/Lewisburg area.
 - Asking for assistance in how to get a chapter started.
 - Middle Tennessee area – section of the Trail of Tears has been rediscovered in the Jefferson Community in Northwest Rutherford County.
 - Area preserved due to the eminent domain that was part of the Percy Priest acquisition.
 - Local group wants to work with TTA to revive this trail. A representative will be at the Nashville November chapter meeting.
 - Thanks to TTA for the donation to the purchase of Virgin Falls.
 - Ron Dunn suggests a "We Saved the Falls" hike.
- East Tennessee – Levonn Hubbard
 - Expect to have a Frozen Head Chapter in the next year.
 - Big South Fork Chapter is not active.

Old Business

- Membership Growth Ideas from third Quarter board meeting. Millette plans to contact members whose membership is about to expire beginning in January 2012.
- Fran Wallas patch has been created and a couple of patches have been sold.

New Business

- Needs a replacement for the position of Merchandise Coordinator.
 - For the present, Nora Beck has the merchandise.
 - Need an article in the newsletter to advertise the need for a new Merchandise Coordinator.
 - Need to review the pricing structure.
- Ann Jacobs: Chapter financial reports for 2012.
 - Passed out some information about how to submit information and what to include:
 - Balance for beginning of 2012.
 - List of purchases and a receipt for each purchase.
 - Need copies of checks.
 - Checks must have what is purpose of the check.
 - Ending balance for 2012.
- Annual meeting rotation is currently every 6 years.

- Rosemary Marshall is asking that we add another chapter to allow for a 7 year rotation.
- Discussed have more board oversight of the annual meeting and look for venues that can accommodate at least 200 attendees.
- **ACTION:** Millette to appoint a committee to pursue this option.
- Wilderness First Aid – a new member in Soddy Daisy is willing to make presentations around the state.
- News Year Day Multi-Chapter Hike at Edgar Evins. Contact Fount Bertram.
- Evan Means Grant – no information from Bob Richards prior to the meeting.
- Electronic Newsletter: always want the option to have paper version of the newsletter.

Annual Meeting Report – JR Tate

- October 26 – 28, 2012 Brandon Springs Group Camp at Land Between the Lakes (LBL). Registered 117. In 2006, had 162 registrants at this same venue.
- Fundraising: \$3600 from the silent/live auction.
- Merchandise: Approximately \$250.

Motion to adjourn at 9:44 AM. Motion seconded and passed unanimously.

Respectfully submitted,

Carolyn Miller
Acting Secretary for October 2012 meeting

10/23/2012

Banking Summary7

8/1/2012 through 10/20/2012

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Category	8/1/2012- 10/20/2012
INCOME	
Uncategorized	0.17
CTC Membership Revenue	85.00
Membership Dues	2,555.00
Merchandise Sales	-485.35
Paypal	1,175.88
Support	115.00
Web Income	50.81
TOTAL INCOME	3,496.51
EXPENSES	
Audit Costs	1,700.00
Postage and Delivery	1,195.00
Printing and Reproduction	1,405.00
Snacks For Meeting Aug. 2012	21.09
Stipend for Newsletter	150.00
TOTAL EXPENSES	4,471.09
TRANSFERS	
FROM Brokerage	1,061.27
TOTAL TRANSFERS	1,061.27
OVERALL TOTAL	86.69

Net Worth1 - As of 10/20/2012

(Includes unrealized gains)

As of 10/20/2012

10/23/2012

Page 1

Account	10/20/2012 Balance
ASSETS	
Cash and Bank Accounts	
Regions - Jackson	19,614.48
REGIONS COMMERCIAL MONEY MARKE...	11,182.62
SMALL BUSINESS CD XX3362	9,034.98
SMALL BUSINESS CD XX3612	10,351.86
TOTAL Cash and Bank Accounts	50,183.94
TOTAL ASSETS	50,183.94
LIABILITIES	0.00
OVERALL TOTAL	50,183.94

10/19/12

Cumberland Trail Conference
Balance Sheet
 As of September 30, 2012

Sep 30, 12

ASSETS

Current Assets

Checking/Savings

B.R.A.T. Checking 23,979.00

Checking 165,108.66

Edward Jones Investment Account

BANK OF BARODA 12/28/12 90,000.00

Bank of China 5/15/2013 90,000.00

Bank of India 2/13/2013 90,000.00

GE Money Bank 1/20 45,000.00

Money Market Acct--Edward Jones 110,124.94

Safra Ntl Bank 7/20 90,000.00

STATE BANK OF INDIA 10/29/2012 75,000.00

Edward Jones Investment Account - CD Mature transfer back into ED Money Market -75,068.38

Total Edward Jones Investment Account 515,056.56

Fidelity Endowment Acct 34,818.99

US Bank Money Market Account 97,563.89

Total Checking/Savings 836,527.10

Accounts Receivable

Accounts Receivable -12,727.75

Total Accounts Receivable -12,727.75

Total Current Assets 823,799.35

Fixed Assets

Equipment

Accumulated Depreciation -10,775.54

Equipment 11,142.54

Total Equipment 367.00

Total Fixed Assets 367.00

TOTAL ASSETS 824,166.35**LIABILITIES & EQUITY**

Liabilities

Current Liabilities

Other Current Liabilities

Payroll Liabilities 1,379.99

Total Other Current Liabilities 1,379.99

Total Current Liabilities 1,379.99

10/19/12

Cumberland Trail Conference
Balance Sheet
As of September 30, 2012

Sep 30, 12

Total Liabilities	1,379.99
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Equity

Temporarily Restricted Net Asse	691,180.00
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Unrestricted Net Assets	204,488.94
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Net Income	-72,882.58
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Total Equity	822,786.36
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TOTAL LIABILITIES & EQUITY

824,166.35

Cumberland Trail Conference

Profit & Loss

July through September 2012
Jul - Sep 12

Ordinary Income/Expense

Income

*Uncategorized Income	425.00
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CTC Operations

2013 Donations	1,322.00
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Audit Fund	1,700.00
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CTC Membership Dues	1,031.00
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Internal Board Giving	200.00
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Total CTC Operations	4,253.00
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Programs

BA 2013	3,105.00
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Total Programs	3,105.00
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Unrealized Gain / (Loss)	-68.38
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Total Income	7,714.62
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Gross Profit	7,714.62
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Expense

Charitable Donations	100.00
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Credit Card Transaction Fees	434.34
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Insurance

Workers' Compensation Insurance	1,377.00
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Total Insurance	1,377.00
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Marketing

Event Expense	66.67
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Newsletters	123.10
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Total Marketing	189.77
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Office

Equipment & Software	130.47
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Office Supplies	242.71
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Postage and Delivery	772.22
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Printing and Reproduction	262.54
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Rent	1,900.00
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Telephone	351.59
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Utilities

Electricity	438.62
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Natural Gas	54.00
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Total Utilities	492.62
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Total Office	4,152.15
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Cumberland Trail Conference

Profit & Loss

July through September 2012
Jul - Sep 12

Payroll Expenses	
Medical Benefits	4,394.61
Mileage	217.77
Officer Salary	9,276.27
Payroll Tax	1,571.40
Retirement Benefits	4,135.11
Staff Salary Expense	10,987.68
Payroll Expenses - Other	0.00
Total Payroll Expenses	30,582.84
Professional Fees	
Accounting	4,650.00
Total Professional Fees	4,650.00
Adjusting Journal Entries	-60.10
Trail Development	
CTC Vehicle Expense(Maint)	431.56
Equipment/Tools	38.24
Fuel & Transportation	724.44
HPP-W. Slope Blk Mtn. GR1238588	
Capital Purchase	8,821.12
Supplies, Equip. Rental & Maint	637.78
HPP-W. Slope Blk Mtn. GR1238588 - Other	-9,216.42
Total HPP-W. Slope Blk Mtn. GR1238588	242.48
New River	
RTP "New River"	
Equip. Rental & Maintenance	605.20
Printing & Publications	176.00
Professional Fee & Grant Award	100.00
Supplies	316.30
Total RTP "New River"	1,197.50
Total New River	1,197.50
RTP-Big Soddy Bridge Project	
Capital Purchase	512.63
Professional Fee/Grant Award	3,360.00
Total RTP-Big Soddy Bridge Project	3,872.63
Tools & Supplies	30.21
Total Trail Development	6,537.06
Total Expense	47,963.06

10/19/12

Cumberland Trail Conference
Profit & Loss

July through September 2012
Jul - Sep 12

Net Ordinary Income	-40,248.44
Other Income/Expense	
Other Income	
Interest Income	424.13
Unrealized Gain/(Loss)	526.80
Total Other Income	950.93
Net Other Income	950.93
Net Income	-39,297.51

Report on CTC from Associate Organization Rep Diane Manas

Regarding the CTC; here is a reporting of the CTC's activities regarding the Cumberland Trail - since TTA's August 4, 2012 Board Mtg:

(1) A Memorandum of Understanding (MOU) was signed between TDEC, CTC, and the Great Eastern Trail Association (GETA). The MOU provides for the co-alignment of the CT and the Great Eastern Trail between Cumberland Gap and North Chickamauga Creek. (The Great Eastern Trail is America's newest long distance hiking trail, extending between New York's Finger Lakes and Alabama's Flagg Mountain. Nearly 1,400 of its planned 1,800 miles are now open for hiking.) The ceremony took place on September 22, 2012 at the 7th Biennial Conference of the Southeastern Foot Trails Coalition at Fall Creek Falls State Park. Signatories were Commissioner Brock Hill (for TDEC), Ray Garrett (for CTC), and Warren Devine (for GETA).

(2) Ray Garrett reported to the Southeastern Foot Trails Coalition on a study of a possible "rails to trails" connection of the Cumberland Trail to Big South Fork; to be further investigated.

(3) Deal closed on purchase Brian Patton property for extension of the Cumberland Trail toward Chattanooga from North Chickamauga. CTC provided \$80,000 to facilitate the purchase (supposedly to be returned).

(4) Major trail maintenance on Cumberland Mtn segment from Eagle Bluff above Jacksboro toward Tank Springs in LaFollette by the Cove Lake chapter - trail clearing and re-blazing; led by John Redmon and Tony Hook.

Bylaws of Tennessee Trails Association

1 Name

The name of this organization shall be "Tennessee Trails Association, Inc."

2 Purpose

The purpose of this Association shall be to promote and develop a system of hiking trails in the State of Tennessee, to provide opportunities for the enjoyment of these trails, and to educate the membership and the general public as to wise stewardship of trails and the outdoor areas through which they pass. The Association will work with federal, state, and local agencies and other organizations and landowners for such promotion and development and will work for conservation of natural resources. The Association will sponsor the Cumberland Trail.

3 Membership and Dues

Any individual or family interested in advancing the purpose of this Association may become a member. The Board of Directors may create classes of membership in addition to individual, family and life memberships, and shall determine the criteria and annual dues for each class of membership. Membership shall be granted upon written application, accompanied by the dues that have been set for the class of membership for which application is made. Life membership dues shall be invested in an interest-bearing instrument or account, and the principal amount shall not be used for operating expenses. The Board may exempt any member from dues.

4 Meetings and Voting

There shall be an annual meeting of the general membership, at a time and place to be approved by the Board of Directors, for the purpose of electing officers and receiving reports from the Board, Chapters and Associate Organizations. The annual meeting will be hosted by individual Chapters, as determined by the Board of Directors. Special meetings of the membership may be called by the Board of Directors. The members present at any annual or special meeting shall constitute a quorum, if at least ten percent of the membership is present, as determined by the membership director. Each member who is present shall have one vote, except that purchasers of family memberships shall have one vote for each adult family member who is present, up to a maximum of two votes. Any proposal submitted to the membership shall be passed by the affirmative vote of a majority of those present. There shall be a quarterly meeting of the Board of Directors, on dates to be set by the president. Such meetings require written announcements to all Board members at least 30 days in advance. The members of the Board of Directors present or represented by proxy, at any quarterly or special meeting shall constitute a quorum, provided that this includes at least one third of the directors in office immediately before a meeting begins. Special meetings of the Board of Directors shall take place either pursuant to resolution of the Board or as called by the president. The Board of Directors may act on any matter without meeting by unanimous written consent of its members, on any proposal submitted to the Board by the president or vice-president. Any notice or other writing called for by these bylaws may be made by e-mail.

5 Officers

The officers of this Association are the president, vice-president, secretary, treasurer and membership director, who shall be elected at each annual meeting and shall serve until a successor is elected. All officers must be members of the Association. A vacancy may be filled by the Board of Directors. Officers have the following duties:

President: The president shall be chairperson of the Board of Directors. The president shall preside at all meetings of the Board of Directors and of the membership, recommend the creation or dissolution of special committees as deemed necessary and serve as an ex-officio member of all committees.

Vice-president: The vice-president shall serve as president in the absence or incapacity of the president.

Secretary: The secretary shall keep minutes of all meetings of the Board of Directors and the membership and shall distribute copies of the minutes to the members of the Board of Directors within two weeks following any meeting. The secretary also shall maintain the permanent records of the Association.

Treasurer: The treasurer shall draft and submit each year to the Board of Directors a proposed budget for the Association, manage the operating funds of the Association, write checks in payment of all bills and provide a quarterly financial report to the Board of Directors. The treasurer shall recommend to the Board of Directors procedures to be followed for handling any funds in the possession of the Association that are not needed for its current operations.

Membership Director: The membership director shall be responsible for promoting and maintaining the membership, collecting dues and membership applications, forwarding all dues to the treasurer and reporting to the Board of Directors on the status of the membership.

In addition to the duties listed above, each officer shall maintain and update a detailed document describing the officer's principle activities as an officer, the resources employed and the most important issues that are likely to arise in the future. The officer shall deliver that document to the officer's successor. Officers of the Association shall receive no compensation for their services and duties. Reasonable travel expenses and other legitimate expenses may be paid upon approval by the Board of Directors.

6 Board of Directors

The business of the Association shall be conducted by a Board of Directors, which shall consist of the officers, a member from each Chapter, a designee from each Associate Organization, three directors-at-large, and the two preceding past presidents of the Association. The director from each Chapter shall be selected by that Chapter and may, but is not required to, be a Chapter officer. One director-at-large shall be elected by the members at each annual meeting to serve for a three-year term, subject to the limitation that no more than one at-large director reside in each of the three major geographic divisions of the State. In the event of a vacancy on the Board, other than a vacancy in the position of past president, the Board may select a replacement to serve until the next regularly scheduled election. Members of the Board shall receive no compensation for their services and duties.

7 Committees

There shall be a standing investment committee, chaired by the treasurer, to manage the life membership fund and any investment funds from associate organizations. The Board shall appoint at least two other board members to this committee. Each associate organization shall provide the committee objectives for the management of their funds. There shall be a standing nominating committee, consisting of the two immediate past presidents and one other person,

appointed by the president, who is not an elected officer or director-at-large. The most recent past president shall chair this committee. The nominating committee shall be responsible for presenting a slate of candidates for elected officers and directors-at-large to the membership at each annual meeting, and for identifying candidates to fill any interim board vacancies. The president shall appoint such other committees as deemed necessary from time to time.

8 Awards

The Board of Directors of the Association may designate one person or organization per year to receive the following awards:

Tennessee Trails Award. This award is presented for outstanding contributions to the Association or for the furtherance of trails and natural resource programs and opportunities within Tennessee.

Bill Stutz Award. The Association gives this award in honor of the late Bill Stutz, past TTA member and beloved hiker. Any chapter (or voting member) can make a nomination to the Board for the recipient of this award. The award is to be presented to an active hiker for his or her individual contribution to the Association or one its chapters.

Bob Brown Lifetime Achievement Award. The Board of Directors of the Association established this award to honor the extraordinary lifetime leadership and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The Board may give a Bob Brown Award from time to time to others for lifetime leadership and contributions that it finds equally extraordinary.

9 Chapters

Five or more members residing in any area of Tennessee may form a Chapter of the Tennessee Trails Association upon receiving prior approval of the Board of Directors. The purpose of each Chapter shall be to carry out the mission of the Association in its local area. Each Chapter shall designate a member of the Association to serve on the Board of Directors. Each Chapter shall report periodically to the Board of Directors concerning its activities. Chapters may elect officers, as the Chapter deems suitable and necessary, and may schedule meetings and outings in accordance with the wishes of the majority of members of each Chapter. All Chapter officers must be members of the Association. Any member of the Association may affiliate with a Chapter without paying any additional dues or fees. Chapters will receive operating expenses as determined by the Board of Directors, based approximately upon the number of members affiliated with each Chapter. Each Chapter shall manage funds that it receives, submit periodic reports and, if directed by the Board of Directors, schedule outside audits in a manner that is approved by the treasurer of the Association. The Board of Directors may direct that a Chapter be dissolved. In that event, all money and property in the possession of the Chapter shall be transferred to the Association or distributed in such manner as the Board decides.

10 Associate Organizations

Five or more members may form an Associate Organization of the Tennessee Trails Association upon approval of the Board of Directors. Each Associate Organization will be authorized to pursue a specific mission and will develop and maintain a statement describing its objectives and strategy for dealing with that mission. Each Associate Organization shall designate a person to serve on the Tennessee Trails Association Board of Directors. Each Associate Organization shall report periodically to the Board of Directors of Tennessee Trails Association concerning its activities. An Associate Organization shall clearly and fully disclose

its relationship to the Tennessee Trails Association in any promotional or informational material, regardless of media. An Associate Organization may have its own bylaws, which shall be subject to approval by Tennessee Trails Association. As specified in its bylaws, an Associate Organization may have its own members and shall determine its own organizational and leadership structure. All officers must be members of Tennessee Trails Association. The president of Tennessee Trails Association shall be an ex officio member of any governing body. An Associate Organization may seek its own financial support to carry out its mission, except that an Associate Organization may not borrow money. An Associate Organization shall manage funds that it receives, submit periodic reports, and participate in outside audits in a manner as directed by the treasurer of Tennessee Trails Association. The Board of Directors of Tennessee Trails Association may delegate additional authority to an Associate Organization, including the authority to make personnel decisions, to enter contracts, to open bank accounts, to settle claims or any other authority deemed prudent by the Board. The Board may also impose such conditions or limitations on any delegation as it deems to be prudent. The Board of Directors of Tennessee Trails Association may dissolve an Associate Organization when its mission is completed, or for other causes. In that event, all money and property in the possession of the Associate Organization shall be distributed in a manner supportive of the original mission of the Associate Organization.

11 Liability

The personal liability of each member of the Board of Directors of the Association and each director of an Associate Organization for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Section 48-52-102((b)(3) of the Tennessee Code Annotated.

12 Amendments

The Board of Directors may propose amendments to these Bylaws, and such amendments shall take effect immediately following approval by a majority of the members present at any Annual Meeting or at any special meeting of the members called for the purpose of considering amendments. Any proposed amendments shall be distributed to the membership at least 30 days in advance of the meeting at which the amendments are to be considered.