

The quarterly meeting of the Tennessee Trails Association Board of Directors (BOD) meeting was held May 2, 2023, starting shortly after 6:30 P.M. central time by Zoom, the President, Duane Frichtl, being in the chair and the Secretary, Susan Woods, being present.

Members of the BOD present were: Marvin Caine, June Callahan, Alice Cannon, Jane Coffey, Jeanne Conatser, Patricia Deen, Amber Dobie-Grove, Ryan Dowdy, Wayne Drown, Jane Ellett, Jenny Fitzgerald, Libby Francis, Duane Frichtl, Cheryl Heckler, Mark Hubbard, Will Latham, Bob Obohoski, Sara Pollard, John Thomas, Terry Warren, Susan Woods. Members of the BOD absent were: Tom Cressler, Michelle Kelley, Cathy Moran. Representing Tom Cressler, Chapter Rep for East Tennessee, was guest Rosemary Marshall. Other guests present were: Mary Lewis Tims, Melinda Pearson.

Following the Financial Report given by Treasurer June Callahan, Mark Hubbard moved to authorize the payment of up to \$600.00 be made to Richards for new maintenance for the website, if felt necessary by the chair of the Communications Committee. The motion was seconded by Ryan Dowdy and was approved by the BOD.

June Callahan moved that the Financial Report be approved. Libby Francis seconded the motion and the Financial Report was approved.

Chair of the Communications Committee, Will Latham, gave the report from that committee. Said report included the transition of the Newsletter to e-mail only and the successful transition to Stripe from PayPal. Will also explained the future projects of the Communication Committee as described in his written report.

Cheryl Heckler for the Membership Committee reported continuing increases in membership and well as some previous problems in membership registration having been solved with the transition to Stripe.

Jane Coffey, Chair of the Evan Means Grant (EMG) Committee, reported no new applications for grants. She also reported that the Cumberland Trails Conference (CTC) has submitted a completion report on their project. It was decided that an ad hoc committee of Mark Hubbard, Libby Francis, together with the EMG committee be formed to brainstorm how to get the word out to organizations that might potentially be interested in receiving an Evan Means Grant.

Libby Francis, Chair, reported for the Nominations Committee. Of particular concern is a replacement for Cheryl Heckler, membership chair. A description of the responsibilities of the Membership Chair was included in her written report.

Libby Francis, Chair of the By Laws Committee, had submitted a written report for changes to the By Laws but it was decided to postpone action on these changes until the August meeting.

Terry Warren reported on plans for the 2023 Annual TTA meeting to be held at Natchez Trace SP in the Pin Oak Lodge on Oct. 20-22, 2023. The Memphis Chapter will handle the meeting preregistration and Wayne Simpson of the Memphis chapter is handling the hike organization. There will be a silent auction but there will not be a live auction or a white elephant sale. Registration forms will be available in an upcoming TTA newsletter.

In President Duane Frichtl's report he announced that the 2025 annual meeting will be hosted by the Columbia/Franklin and Clarksville chapters. Work is under way for getting figures for renewing the liability insurance.

There was no additional old or new business.

The next BOD meeting will be held on August 1st, 2023, 6:30 P.M., CT, via Zoom.

Motion was made by Mark Hubbard and seconded by Bob Obohoski to adjourn. Motion was approved.

The meeting was adjourned at 7:42 pm.

Minutes submitted by Secretary Susan Woods

Agenda for Tennessee Trails Association Board of Directors Meeting

6:30 P.M., CT, Tuesday, May 2, 2023 by Zoom

Call to Order and Welcome, Duane Frichtl, President

Roll Call, Susan Woods, Secretary

Approval of Feb. 2, 2023 minutes, Susan Woods, Secretary – Attachment #1.

TTA Financial Report, June Callahan, Treasurer – Attachment #2

Communications Committee Report, Will Latham, Communications chair – Attachment #3

Membership Report, Cheryl Heckler, Membership committee chair – Attachment #4

Evan Means Grant Committee Report, Jane Coffey, EMG committee chair – Attachment #5

Nominations Committee Report, Libby Frances, Nominations chair – Attachment #6

By Laws Committee Report, Libby Frances, By Laws chair – Attachment #7

2023 Annual Meeting report, Terry Warren

President's Report, Duane Frichtl, TTA BOD President

Old Business

New Business

Next BOD meeting, Tuesday, August 1, 2023, 6:30 P.M., CT, via Zoom

Motion to adjourn

The quarterly meeting of the Tennessee Trails Association Board of Directors (BOD) meeting was held February 7, 2023 at 6:30 P.M. Central Time by Zoom, the President, Duane Frichtl, being in the chair and the Secretary, Susan Woods, being present.

Members of the BOD present were: Marvin Caine, June Callahan, Alice Cannon, Jane Coffey, Jeanne Conatser, Patricia Deen, Amber Dobie-Grove, Ryan Dowdy, Jenny Fitzgerald, Libby Francis, Duane Frichtl, Michelle Kelley, Will Latham, Bob Obohoski, Sara Pollard, John Thomas, Terry Warren, Susan Woods. Guests present were: Mary Lewis Tims, Bob Richards, Melinda Pearson. Members of the BOD absent were: Tom Cressler, Wayne Drown, Jane Ellett, Cheryl Heckler, Mark Hubbard, Cathy Moran.

The minutes of the Special Organizational Meeting of the BOD and the 4th quarter BOD meeting both held on Nov. 6, 2022 were approved as corrected.

Patty Deen moved to accept the Committees as presented by President Duane Frichtl. The motion was adopted.

Following the Financial Report given by Treasurer June Callahan, Will Latham moved to accept the proposed budget as presented with the possibility of adjustment depending on the actions of the Board concerning the Communications Committee report. The motion was adopted.

Following her report of the Evan Means Grant Committee, Committee Chair Jane Coffey moved to accept the grant submission from Friends of Roan Mountain for \$1700 and the grant submission from Cumberland Trails Conference for \$1520. The motion was adopted. In her report the committee chair explained that the submission from Nathan Bedford Forrest State Park was not recommended for acceptance due to not being from a nonprofit organization.

The Board acknowledged having previously received the report of the Membership Chair, Cheryl Heckler, electronically.

Following the Report of the Communications Committee, Committee Chair Will Latham moved that TTA terminate the printing of newsletters with a goal of that being effective with the May edition. The motion was adopted. In the discussion on this action the Communications Committee assumed responsibility for contacting the individual chapters to inform them of members receiving printed newsletters in order for the chapter leadership to take necessary action for its members. This change will be publicized in the newsletter and on the website.

Due to the effect on the proposed budget concerning the cessation of the printing of the newsletter, Will Latham moved to increase the allocation to the chapters to \$5.00 per member with a minimum of \$150.00 per chapter. The motion was adopted.

Terry Warren reported on plans for the 2023 Annual TTA meeting to be held at Natchez Trace SP in the Pin Oak Lodge on Oct. 20-22, 2023. The Jackson and Memphis Chapters are hosting this meeting.

Patty Deen reported on plans for the 2024 Annual TTA meeting to be held at Fall Creek Fall SP. At this time the host chapters are Highland Rim and Murfreesboro. Whether other chapters will host will be discussed at the next BOD meeting in May.

There was no additional old or new business.

The next BOD meeting will be held on May 2nd, 6:30 P.M., CT, via Zoom

The meeting was adjourned at 8:15.

Minutes submitted by Secretary Susan Woods

Tennessee Trails Association Inc.
General Fund by Month

General Fund by Month - 1st Qtr 2023

Ordinary Income/Expense

	Jan	Feb	Mar	Total
Income				
Donations				
Donations General	150.00	131.58	460.00	741.58
Total Donations	150.00	131.58	460.00	741.58
Memberships				
Family	1,120.00	490.00	455.00	2,065.00
Individual	1,625.00	1,050.00	975.00	3,650.00
Lifetime - Family	0.00	0.00	500.00	500.00
Refund	0.00	0.00	0.00	0.00
Student	15.00	0.00	15.00	30.00
Supporting - Family	105.00	35.00	35.00	175.00
Supporting Individual	100.00	100.00	125.00	325.00
Total Memberships	2,965.00	1,675.00	2,105.00	6,745.00
Other Income				
Amazon Income	11.99	19.63	0.00	31.62
Bank Interest	0.18	0.15	0.17	0.50
Total Other Income	12.17	19.78	0.17	32.12
Total Income	3,127.17	1,826.36	2,565.17	7,518.70
Total Income	3,127.17	1,826.36	2,565.17	7,518.70
Expense				
Administrative Expenses				
Dues & Subscriptions	0.00	102.35	0.00	102.35
Chapter Allocations	0.00	0.00	1,935.00	1,935.00
Insurance				0.00
D&O Liability Insurance	0.00	0.00	0.00	0.00
Liability Insurance	0.00	0.00	0.00	0.00
Total Insurance	0.00	0.00	0.00	0.00
Newsletter Editing	375.00	0.00	0.00	375.00
Newsletter Postage & Supplies	791.60	0.00	240.60	1,032.20
Newsletter Printing	335.67	216.49	384.56	936.72
PayPal Charges	80.46	39.93	44.68	165.07
PO Box & Mailing Supplies	0.00	0.00	0.00	0.00
State & Federal Filing Fees	0.00	0.00	40.92	40.92
Total Administrative Expenses	1,582.73	358.77	2,645.76	4,587.26
Program Expenses				
Awards	0.00	0.00	0.00	0.00
General Fund - Grants Given	0.00	0.00	0.00	0.00
Website & Supporting Software	108.16	255.40	1,900.00	2,263.56
Total Program Expenses	108.16	255.40	1,900.00	2,263.56
Total Expense	1,690.89	614.17	4,545.76	6,850.82
Net Surplus/Deficit	1,436.28	1,212.19	-1,980.59	667.88

**Tennessee Trails Association
General Fund by Quarter
with 2023 Budget**

General Fund by Quarter - Jan - Dec 2023

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total	2023 Budget
Ordinary Income/Expense						
Income						
Donations						
Donations General	741.58	0.00	0.00	0.00	741.58	
Total Donations	741.58	0.00	0.00	0.00	741.58	1,000.00
Memberships						
Family	2,065.00	0.00	0.00	0.00	2,065.00	4,900.00
Individual	3,650.00	0.00	0.00	0.00	3,650.00	9,650.00
Lifetime - Individual	500.00	0.00			500.00	
Lifetime - Family				0.00	0.00	
Refund	0.00	0.00			0.00	
Student	30.00	0.00	0.00		30.00	45.00
Supporting - Family	175.00	0.00		0.00	175.00	280.00
Supporting Individual	325.00	0.00	0.00	0.00	325.00	0.00
Total Memberships	6,745.00	0.00	0.00	0.00	6,745.00	14,875.00
Other Income						
Amazon Income	31.62	0.00	0.00	0.00	31.62	150.00
Bank Interest	0.50	0.00	0.00	0.00	0.50	300.00
Total Other Income	32.12	0.00	0.00	0.00	32.12	450.00
Total Income	7,518.70	0.00	0.00	0.00	7,518.70	16,325.00
Expense						
Administrative Expenses						
Accounting & Financial Review	0.00	0.00	0.00	0.00	0.00	2,500.00
Dues & Subscriptions	102.35	0.00	0.00	0.00	102.35	200.00
Chapter Allocations	1,935.00	0.00	0.00	0.00	0.00	3,015.00
Insurance						
D&O Liability Insurance	0.00	0.00	0.00	0.00	0.00	598.00
Liability Insurance	0.00	0.00	0.00	0.00	0.00	807.00
Total Insurance	0.00	0.00	0.00	0.00	0.00	1,405.00
Newsletter Editing	375.00	0.00	0.00	0.00	375.00	1,500.00
Newsletter Postage & Supplies	1,032.20	0.00		0.00	1,032.20	1,270.00
Newsletter Printing	936.72	0.00	0.00	0.00	936.72	1,635.00
PayPal Charges	165.07	0.00	0.00	0.00	165.07	0.00
PO Box & Mailing Supplies	0.00	0.00		0.00	0.00	332.00
State & Federal Filing Fees	40.92	0.00	0.00	0.00	40.92	30.46
Total Administrative Expenses	4,587.26	0.00	0.00	0.00	2,652.26	9,387.46
Program Expenses						
Awards			0.00	0.00	0.00	100.00
General Fund - Grants Given	0.00	0.00	0.00	0.00	0.00	1,000.00
Website & Supporting Software	2,263.56	0.00	0.00	0.00	0.00	2,559.00
Total Program Expenses	2,263.56	0.00	0.00	0.00	0.00	3,659.00
Total Expenses	6,850.82	0.00	0.00	0.00	2,652.26	13,046.46
Net Surplus/Deficit	667.88	0.00	0.00	0.00	667.88	3,278.54

**Tennessee Trails Association
Evan Means Grant Fund**

Evans Means Grant Fund - by Quarter 2022

	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	TOTAL
Ordinary Income/Expense					
Income					
Donations - Donor Directed					
Annual meeting Income				0.00	0.00
Donations Donor Directed	550.00	0.00	0.00	0.00	550.00
Total Donations	550.00	0.00	0.00	0.00	550.00
 Total Income	550.00	0.00	0.00	0.00	550.00
 Total Income	550.00	0.00	0.00	0.00	550.00
Expense					
Program Expenses					
Evan Means Grants Given	3,220.00	0.00	0.00	0.00	3,220.00
Total Program Expenses	3,220.00	0.00	0.00	0.00	3,220.00
 Total Expense	3,220.00	0.00	0.00	0.00	3,220.00
 Net Surplus/Deficit	-2,670.00	0.00	0.00	0.00	-2,670.00
 Net Surplus/Deficit	-2,670.00	0.00	0.00	0.00	-2,670.00

	Full Year
Total Funds 31 Dec 2022	23,648.82
Plus 1st Qtr 2023 Income	550.00
Less 1st Qtr 2023 Grants Given	-3,220.00
Total Funds 31 Mar 2023	20,978.82
 Cash in Hand - In Bank	20,978.82
	0.00
	20,978.82

Tennessee Trails Association Net Worth

Tennessee Trails Association, Inc.
Statement of Net Worth
1st Qtr 2023

	General	Evan Means	Grand
	<u>Funds</u>	<u>Grant Fund</u>	<u>Total</u>
ASSETS:			
Cash in Checking Account	20,340.98	20,978.82	41,319.80
Cash in Money Market	20,154.34	0.00	20,154.34
Cash in CD 3219 (Klabunde)	0.00	0.00	0.00
Cash in CD 3612 (Life Members)	0.00	0.00	0.00
Cash in Edward Jones CD acct	92,005.95		92,005.95
Cash in PayPal Account	<u>1,318.35</u>	<u>0.00</u>	<u>1,318.35</u>
TOTAL ASSETS	<u>133,819.62</u>	<u>20,978.82</u>	<u>154,798.44</u>
NET WORTH:			
Net Worth	<u>133,819.62</u>	<u>20,978.82</u>	<u>154,798.44</u>

	1st Qtr 2023	1st Qtr 2023	1st Qtr 2023
	General	Evan Means	Grand
	<u>Funds</u>	<u>Grant Fund</u>	<u>Total</u>
Net Worth Dec 31st 2022	133,601.74	15,377.93	148,979.67
Revenues for All Accounts	7,518.70	550.00	8,068.70
Expenditures for All Accounts	-6,850.82	-3,220.00	-10,070.82
Increase in Assets, Reversal Accrual*	<u>-450.00</u>	<u>8,270.89</u>	<u>7,820.89</u>
Net Worth Mar 31st 2023	<u>133,819.62</u>	<u>20,978.82</u>	<u>154,798.44</u>

** This adjustment explains why the cash at bank is lower than the 2023 activity warrants. \$450 has been spent in advance, a deposit for the venue for the 2024 annual meeting. 2022 annual meeting revenue moved to 2022 accounts by accrual.

Tennessee Trails Association

Communications Committee Report

May 2, 2023

Projects Since Beginning of 2023

1) Newsletter

- a) Transitioned Newsletter to e-mail only starting with May Newsletter
- b) Everyone helped - entire **Communications Committee, Chapter Chairpersons**
- c) Projected savings: Over \$5,000 per year.

2) Stripe

- a) Transitioned to Stripe from PayPal for Membership and Donations.
- b) Thanks to **June Callahan (Treasurer), Doug Burroughs (Webmaster), Cheryl Heckler (Membership Director)**.
- c) Key Benefits
 - i) Easier payment process.
 - ii) Added members who did not join earlier because of PayPal problems.
 - iii) Can be used at the Annual Meeting to allow people to pay for purchases and using credit cards.

3) Calendar Contributors Training

- a) Conducted by **Doug Burroughs (Webmaster) and Mark Hubbard**.

4) Infrastructure – work in progress:

- a) Project Control List - Priorities
- b) System Change Log.
- c) Annual Calendar of Communication Activities.
- d) Website Maintenance Plan.

Future Projects

1) Annual Meeting Registration

- a) May not be able to complete in time for 2023.

2) Speed Up Website

- a) Important for Calendar Contributors and Membership Director.
- b) Deleting Calendar entries over one year back – to be done April 26.
- c) Reviewing photos . Now have over 1000.
- d) Researching other ways to speed up.

3) Join/Renew - simplify and Improve

- a) Promote signing up online.

4) Membership Reports – Additional reports to assist with Membership administration.

5) Glitches and Website Clean-up

6) Listserv (GNU Mailman) – Evaluate use for Newsletter and use by Chapters

7) Newsletter: Evaluate role and format.

8) Create Documentation for functions.

TTA Membership Director Report for May 2 2023 Board meeting:

The issues with the PayPal interface and the TTA website has been fixed by replacing PayPal with Stripe which was done on April 13. We have had 8 transactions in Stripe with no problems. An email with instructions had been sent out to about 19 new members that couldn't get their PayPal payment asking them to try again with our Stripe setup. Two have already tried Stripe. One replied back that it was very simple. The member database notifications to me have been fixed too so I can now forward on New Member Sign Ups and Expired members to the Chapter Chairs.

The Membership Committee has not met since the last board meeting.

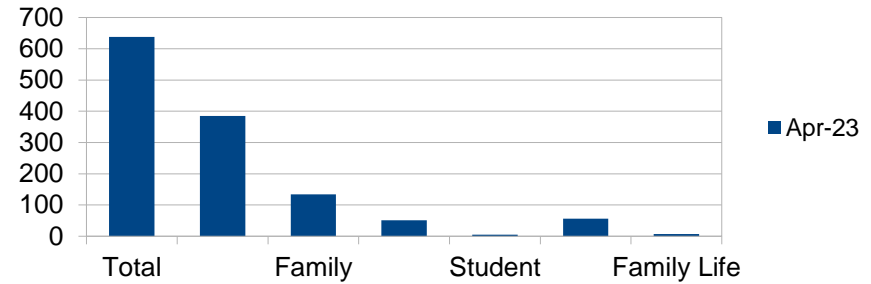
Cheryl Heckler
TTA Membership Committee Chair

TTA Membership Report for May 2, 2023 Board Meeting

as of 4/10/2023

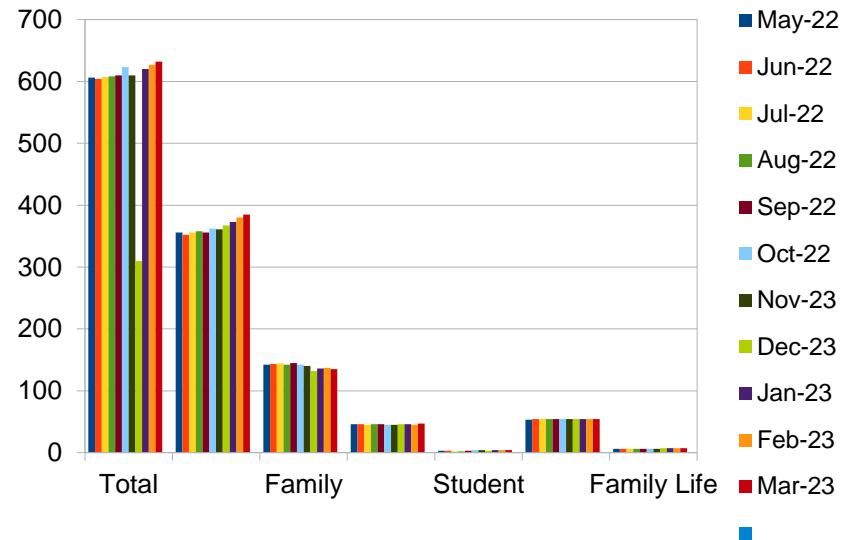
TTA Membership for January 2023

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
Apr-23	638	385	134	51	5	56	7



TTA Membership for past 12 months

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
May-22	606	356	142	46	3	53	6
Jun-22	604	352	143	46	3	54	6
Jul-22	607	356	144	45	2	54	6
Aug-22	608	358	142	46	2	54	6
Sep-22	610	356	145	46	3	54	6
Oct-22	623	362	142	45	4	54	6
Nov-23	610	361	140	45	4	54	6
Dec-23	310	367	132	46	3	54	7
Jan-23	620	373	136	46	4	54	7
Feb-23	627	380	137	45	4	54	7
Mar-23	632	385	135	47	4	54	7
Apr-23	638	385	134	51	5	56	7



Note: Individual up 29; Familydown 7; Supporting up 5; Student up 2;

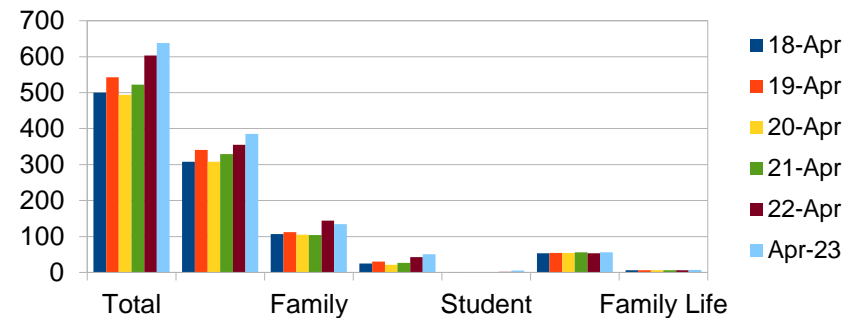
Total up 32

TTA Membership for October in the past 6 years

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
18-Apr	500	308	107	25	1	53	6
19-Apr	543	341	112	30	0	54	6
20-Apr	494	308	105	21	0	54	6
21-Apr	522	329	104	27	0	56	6
22-Apr	603	355	144	43	2	53	6
Apr-23	638	385	134	51	5	56	7

Note: Individual up 77; Family up 27; Supporting up 26; Student up 4;

Total up 138;



The Evan Means Grant Committee did not meet this quarter as there were no grant requests for the committee to consider.

The Cumberland Trails Conference (CTC) submitted a completion report for their request submitted in the first quarter request for trail building tools/supplies in the amount of \$1,520.00 given (\$1,511.30 actual request). The CTC sponsors a national event for the “Alternative Spring Break” for student participation. They outlined the tool/supply request which was submitted and promised to acknowledge the sponsorship of TTA in their grant request completion. We have attached that completion note from the CTC.

The Roan Mountain request from the first quarter submission is due for completion in the second quarter.

Jane Coffey
Chairman – Evan Means Grant Committee



Evan Means Grant Report

Alternative Spring Break (ASB) 2023

The Cumberland Trails Conference had a great ASB event for 2023. The event started on March 5th, 2023 and ended on March 18th, 2023. During the event, we accumulated 1,228 volunteer hours between students and local volunteers. We removed 5,265 feet of duff over the two week event. We worked off of Highway 30 going towards Laurel-Snow State Natural Area in Rhea County, Tennessee. This section will be used to complete the connection between the Graysville Mountain section and Laurel-Snow State Natural Area.

Week one - March 5th - March 11th

The CTC was joined by the University of Pittsburgh who sent 20 students to build trail. Also joining the University of Pittsburgh were 10 local volunteers. During week one, 3,415 feet of duff was pulled with 526 volunteer hours from the University of Pittsburgh and 188 volunteer hours from local volunteers.

Week two - March 12th - March 18th

The CTC was joined by the University of Alabama at Birmingham (UAB), Tennessee Tech, and Cornell College. UAB sent 12 students, Cornell sent 8 students and Tennessee Tech had one student for a total of 352 volunteer hours. Also, we had 8 local volunteers join us for a total of 162 volunteer hours. During week 2, there was 1,850 feet of duff pulled.

TTA Publicity

We posted on our social media pages on February 21st thanking the TTA for their contribution via the Evan Means Grant to our ASB program. We have made a news post on our website thanking TTA for their contribution on February 21st. Lastly, we sent out our February Newsletter thanking the TTA for the Evan Means Grant on March 1st, 2023. Our newsletters go out to 977 subscribers.

Photos of week 1 ASB event





Photos of week 2 ASB event





Nominating Committee Report:

We have 3 vacancies for Board of Directors for 2024. We know Cheryl Heckler is rotating off the Board as required after 6 years of service. We need everyone to look at people who might be interested in the position of Membership Chair. Cheryl has graciously listed a description of her duties. Please read and think of candidates for this vacancy. The nominating committee will be working on this for the next few months. These will be big shoes to fill.

Libby Francis
Nominating committee

The Membership Director is a member of the TTA Board.**Membership Director role:**

- The Membership Director is a member of the TTA Board.
- The Membership Director collects dues and membership information in the MemberPress program that is added to the <https://tennesseetrails.org/> website. The Membership Director should have administrative rights to the MemberPress program on the TTA website and administrates all membership activity in it.
- The TTA website contact email is sent to the Membership Director through the generic email of ttamembership68@tennesseetrails.org. If the inquiry is membership related the membership director responds and tries to answer it. If the inquiry is not membership related it should be forwarded to the appropriate officer to handle according to the topic.
- The Membership Director forwards any checks received to the TTA Treasurer.
- The Membership Director notifies the TTA President of any new Lifetime memberships so he/she can send an acknowledgment letter to them and notifies the person on the membership committee that has agreed to acknowledge the new Lifetime members in the TTA newsletter and all of the Lifetime members once a year in the TTA newsletter.
- The Membership Director emails the newsletter to the members through the Mailman program.
- The Membership Director notifies the Chapter Chair of the affiliated chapter indicated when a new member signs up.
- The Membership Director report status on a monthly basis to the TTA Board, Chapter Chairs, and any other Chapter positions that benefit.
- The Membership Director reports status to Board for the quarterly meetings.

Membership Committee role: The Membership Director is the Chair of the Membership Committee which also consists of the three Regional Directors and one at-large member. The Membership Committee shall be responsible for promoting and maintaining the membership, collecting dues and membership applications, and forwarding all dues to the treasurer and reporting to the Board on the status of membership. This committee shall recommend to the Board actions which promote the attraction and enrollment of new members and the retention of existing members.

2nd Quarter By-Law Committee Report

The By-Law Committee has several suggested changes to the 2019 By-Laws. These will need to be approved by the BOD and then presented to the Membership at the Annual Meeting for Approval. Please look carefully at the suggested changes to the by-laws and direct any questions of concerns to the committee before the May 2 meeting. Enclosed are the 2019 By-Laws as well as a Draft of the 2023 By-Laws. There were several grammar and clarification changes, but there were some significant changes highlighted below.

Highlights 2023 Suggested By-law changes

Line 38 & 46. Revision of wording in Membership classes related to “family unit”

Original bylaws Lines 69-76. Removal of Sponsoring membership and Corporate membership.

Membership dues Line 69-74. Membership Dues relocated in document and revised allocation of Life and Family Life funds.

Line 79. Termination of membership has no grace period due to website configuration

Liability Line 166: Addition of Liability Insurance and Director’s or Officer’s Liability Insurance

Treasurer Line 236: A more complete listing of the duties of the Treasurer

Line 319-326. Inclusion of Website oversight into Communications Committee.

Evan Means Grants Committee Line 328: Moving this committee from the Special Committee to a Standing committee with clarification of duties

Thanks to the By-Law Committee, Michelle Kelley, Duane Frichtl, Patty Deen, June Callahan, and Libby Francis. Special thanks to June and Patty for their tireless efforts.

TTA Bylaws -- Draft

April 19, 2023

1. NAME

Name. The name of this organization shall be “Tennessee Trails Association, Incorporated,” hereinafter referred to as the “Association”.

Principal Office. The principal address and registered office address of the Association shall be as determined by the Board of Directors and filed with the Office of the Tennessee Secretary of State. The duly elected Secretary of the Association, during his or her term in office, is authorized to designate the mailing address of the Association on the records of the Secretary of State and with other governmental agencies as his or her home, office, or other preferred mailing address.

2. MISSION

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

3. MEMBERSHIP

Qualifications. Membership in the Association will be available to any adult individual or organization that has an interest in advancing the mission of the Association and agrees to abide by the Bylaws and policies of the Association.

Membership will be granted upon submitting an application, accompanied by the dues appropriate for the class of membership for which application is made.

The Board may reject any application for Membership, if it deems that granting such membership would not be in the best interests of the Association, provided that in making such membership determinations, the Board shall not discriminate on the basis of race, creed, color, age, sex, national origin, marital status, liability for service in the armed forces, veteran status, or disability.

Classes of Memberships. There are several classes of membership available:

- An Individual membership is the basic membership class. This class receives all benefits from the Association and has one vote on any issue considered at a membership meeting.
- A Family membership is available to any family unit. This class receives all benefits from the Association and has one vote for each adult with a maximum of two votes per family unit on any issue considered at a membership meeting.
- A Supporting membership is available to any individual who wants to make a contribution to the Association above the Individual membership rate. This additional contribution will be used as determined from time to time by the Board.
- A Supporting Family membership is available to any family unit who wants to make a contribution to the Association above the Family membership dues. This additional contribution will be used as determined from time to time by the Board.

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- A Life membership is available to any individual for the payment of a one-time fee, and receives all the benefits of membership for life, and has one vote on any issue considered at a membership meeting.
- A Family Life membership is available to a couple for the payment of a one-time fee and receives all the benefits of membership for life. Each of the individuals has one vote on any issue considered at a membership meeting. The membership continues until the death of the last surviving partner. In case of dissolution of the couple's relationship, the membership is available, as an ordinary Life membership, to either, but not both, of the individuals, as they wish.
- A Student membership is available to anyone 18 to 25 who is attending college full-time.

There are two categories of membership, bestowed by the Board, which require no fee and have no voting rights:

- A VIP membership is available to community leaders as a means of keeping them informed of TTA activities. A VIP membership must be approved by the Board and may be rescinded at any time.
- An Honorary membership is a means of recognizing service to the Association. An Honorary membership must be approved by the Board and generally is for life.

Membership Dues. The Board shall establish the dues for the various classes of membership.

The dues collected from all Life and Family Life memberships should be amortized (released) to the General Fund on an annual basis, according to current individual and family membership rates. Should the Membership Director make the decision that a Life membership is inactive, any balance remaining on the account for the inactive member should be used as determined, from time to time, by the Board.

Termination of Membership. Any member may voluntarily terminate their membership at any time upon written notice to the Association, however, no refunds of membership fees are available.

Any Member who fails to pay the prescribed fee for renewal of their membership shall automatically forfeit all rights of membership.

Any Member who ceases to qualify for membership as stated in these bylaws and policies may be terminated from membership by a two-thirds vote of the Board in the manner described in the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Section 48-56-302. Any refunds of membership fees in these cases shall be at the discretion of the Board.

4. MEMBERSHIP MEETINGS

Annual Membership Meeting. An Annual Membership Meeting shall be held by no later than December 15 of each year at a time and place determined by the Board, for the purpose of electing Board members, receiving reports from the President on the activities of the Association, from the Treasurer on the financial condition of the Association, from Chapters on their activities, and considering any other matters as may be appropriate. The Annual Membership Meeting shall be hosted by individual Chapters, as shall be determined by the Board.

Special Membership Meeting. A Special Membership Meeting may be called by the President, or by petition of at least four members of the Board, or by petition of at least ten percent of the members of the Association. The request for a Special Membership Meeting shall be in writing, delivered to the Secretary, and shall state the agenda for the meeting.

Within thirty days following the receipt of the request for a Special Membership Meeting, the Board shall determine the date, time, and location of the meeting, but no more than 60 days after the date of the original request. Only items from the requesting agenda may be brought to a vote at this special meeting. However, new business may be introduced and referred to the Board for consideration at a subsequent Membership Meeting.

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Notice of Membership Meetings. The Secretary shall notify each Member of any up-coming Membership Meeting at least thirty days in advance of said meeting. The notice shall state the date, time, location, and agenda for the Meeting.

Eligibility to Vote. Any Member in good standing who is present at a Membership Meeting shall have the voting rights prescribed by their class of membership.

At any Membership Meeting, the Membership Committee chair shall make available a listing of those Members eligible to vote. This listing shall be available for inspection by any Member in good standing.

Quorum Requirements. Ten percent of the members of the Association eligible to vote shall constitute a quorum at any Membership Meeting.

Voting Methods. Issues to be voted on at a Membership Meeting, other than Board elections, will be settled by a simple majority, as determined by a voice vote or show of hands.

Board elections where the number of candidates equals the number of vacant positions will also be settled by a simple majority. When there are more candidates than vacancies, a paper ballot will be required, with the vacancies being filled by the persons receiving the most votes. In case of a tie, the election shall be settled by a coin toss.

Action by Written Ballot. The Board may determine that an issue needs to be presented to all eligible Members, not just those present at a Membership Meeting. In this case, the Secretary shall deliver a solicitation for votes and a printed ballot to all Members entitled to vote. The ballot shall set forth the issue and provide an opportunity to vote for or against the proposed action. The solicitation for votes shall specify a date, not less than thirty days past the date of solicitation, by which the ballot must be received by the Association in order for it to be counted. The issue shall be decided by a simple majority vote, provided that the number of ballots cast is at least as much as would have constituted a quorum at a Membership Meeting.

5. BOARD OF DIRECTORS

Composition. The business of the Association shall be conducted by a Board of Directors, herein referred to as the Board, which shall consist of nine Directors-at-large, three Regional Directors, and one Representative from each active Chapter. The term of office for each Director-at-large is three years, with terms staggered so that three directors are elected each year. The term of office for each Regional Director is three years, with terms staggered so that one Regional Director is elected each year, subject to the restriction that there shall be only one Regional Director residing in each of the three geographic divisions of the state. The term of office for each Chapter Representative is one year. A Chapter Representative is selected by their Chapter and the chapter shall notify the Secretary of the Association of its choice prior to the annual meeting. A Director-at-large or a Regional Director or a Chapter Representative may serve for six consecutive years, and then must sit out for one year before seeking re-election to the Board. A new Board is seated at each Annual Membership Meeting and serves during the subsequent calendar year.

Regional Directors. The Regional Directors shall be responsible for monitoring the health of the Chapters in their region, for working with Chapter leadership to address any problems or opportunities and to enhance the Chapter experience, for identifying individuals with the potential for a future leadership role in the Chapter or the Association, and for pursuing the establishment of additional Chapters where needed.

Method of Election. The Nominating Committee shall be responsible for developing a slate of qualified candidates for Directors to the membership at each Annual Meeting of the Membership of the Association. At this time, additional nominations may be made from the floor. A Member making a nomination from the floor shall attest that he or she has contacted such nominee and verified that the nominee is able and willing to serve if elected.

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Resignation and Removal. A Director may resign from the Board at any time by giving written notice to the Secretary. The Board shall vote on whether to accept such resignation at the next meeting of the Board. Any such resignation will take effect either on the date of its acceptance or at such a later time as may be specified therein.

The Board may remove any Director who has missed three (3) consecutive meetings of the Board of Directors by a two-thirds vote of the Directors then in office, in accordance with the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Section 48-58-108. The Secretary shall give the Board Members at least seven days' notice of the meeting where this vote is to take place.

Vacancy. In the event of a vacancy on the Board, the Board shall elect someone to serve the remainder of the unexpired term of the vacancy.

Liability. The personal liability of each Member of the Board of Directors of the Association for monetary damages for breach of fiduciary duty as a Director will be eliminated to the full extent permitted by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Section 48-58-601. The Board shall procure a General Liability Insurance policy to protect the Association and its assets as well as a Director's and Officer's Liability Insurance policy.

Compensation. Members of the Board will receive no compensation for their services and duties. However, reasonable travel expenses and other legitimate expenses may be reimbursed upon approval of the Board, in accordance with a policy on expense reimbursement approved by the Board.

Conflict of Interest. Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from any subsequent discussion or voting on the matter.

Participation in discussion or voting by a Director with a potential conflict of interest will be permitted only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record the rationale for such permission.

Before beginning a term of office, each Director shall acknowledge in writing that he or she has read, understands, and will abide by the provisions of this section. The Secretary shall collect and maintain a permanent record of these acknowledgements.

6. OFFICERS, EXECUTIVE COMMITTEE

Officers. The Officers of the Association are its President, Vice President, Secretary, and Treasurer. As soon as practical after its election at a Membership meeting, a new Board shall have a Special Organizational Meeting to elect officers from the Board and organize committees. The outgoing President shall chair this Special Organizational Meeting until a new President is elected. The new President shall then chair the meeting during the election of the remaining Officers, the naming of members and chair for Standing Committees, and the establishment of any special committees. Officers shall serve a one calendar year term or until a successor is duly elected and qualified.

No other action may be taken at this Special Organizational Meeting.

Executive Committee. The Officers shall constitute the Executive Committee of the Board, which is authorized to conduct the business and manage the affairs of the Association between meetings of the full Board. This Committee shall be authorized to exercise all of the powers of the Board, to the extent consistent with the established policies of the Board and as permitted by law. However, the Executive Committee may not reverse any decision made by the full Board. Any action taken by the Executive Committee shall be reported in writing to the full Board within 48 hours of such action.

A meeting of the Executive Committee may be called by the President or by petition of two other of its members. The Secretary shall notify all Executive Committee members as to the time and location of the meeting. Executive Committee meetings may be held using technology whereby all members can concurrently hear every other member.

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Resignation and Removal. An Officer may resign his position at any time by giving written notice to the Secretary. Any such resignation shall take effect on the date when accepted by the Board or at any later time specified therein. An Officer who resigns his position shall continue to serve as a Director.

Any Officer may be removed from their position at any time, with or without cause, by a two-thirds vote of the other Directors then in office. The Secretary, or an appropriate substitute, shall give the Board Members at least seven days' notice of the meeting where this vote is to take place.

Vacancy. In the event of a vacancy in any Office, the vacancy may be filled by a majority vote of the other Directors then in office.

Duties of the Officers:

President. The President shall preside at all meetings of the Board, the Executive Committee, and the Membership, shall have the general powers and the duties usually vested in the office of a president, shall provide general supervision, direction, and control of the affairs of the Association, shall provide leadership in setting and pursuing the mission and goals of the Association, and shall serve as an ex-officio member of all committees (with the exception of the Nominating Committee), with full voting rights.

Vice President. In the absence or disability of the President, the Vice President shall, for the period of such absence or disability, perform all the duties of the President, and shall when so acting have all the powers of and be subject to all the restrictions upon the President.

Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Board, the Executive Committee, and the Membership, and shall make copies of these records available to Members. The Secretary shall be the custodian of all official Association records. The Secretary shall maintain a Standing Rules book which documents the resolutions and policies of the Board.

Treasurer. The Treasurer is responsible for maintaining the financial accounts of the Association including the depositing of funds, payment of bills, and oversight of assets. The Treasurer will provide the Board with quarterly financial reports and will oversee the preparation of the annual budget, including recommendations for Membership fee adjustments. The Treasurer will ensure all regulatory filings are submitted in a timely manner. The Treasurer will Chair the Finance Committee.

Additional Duties. In addition to the duties listed above, each Officer shall maintain and update a detailed document describing their principal activities as an Officer, the resources employed, and the most important issues likely to arise in the future. Each Officer shall deliver this document to their successor.

7. MEETINGS OF THE BOARD

Quarterly Meetings of the Board. There shall be a Regular meeting of the Board at least once per calendar quarter, on dates and at locations approved by the Board.

Special Meeting. A Special meeting of the Board may be called either by the President or by written petition of four members of the Board or by written petition of ten percent of the membership.

Any call for a Special meeting shall include an agenda of the items to be considered. Only items on this agenda may be brought to a vote at this special meeting, however new business may be introduced and deferred for consideration at a subsequent Board Meeting.

Open Meetings. All meetings of the Board are open to members of the Association and guests, except when the Board votes to go into executive session to discuss personnel related matters, or other sensitive issues.

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Meeting Notifications. Unless otherwise specified in these bylaws, the Secretary shall provide written notification of the date, time, and place of all meetings to all Board members at least thirty days prior to the date of the meeting.

Quorum. One third of the members of the Board shall constitute a quorum at any Board Meeting.

Act without Meeting. The Board may act on any matter without physically meeting, by prior unanimous written consent of its members, provided that all discussions and voting are held using technology whereby all members can concurrently hear every other member. Quorum requirements, proxy options, and action restrictions are the same as for a Special Board Meeting.

8. COMMITTEES

Function and Limitation of Authority. A Committee is a small group of individuals who are asked to consider, investigate, and recommend actions to the Board. A Committee has no authority to take any action on its own, unless explicitly specified by the Board.

Membership. The members of any committee are not required to be Members of the Association nor members of the Board. Unless otherwise specified, the President shall nominate the members of a committee and the chair, provided that the creation of a committee and appointment of members to it must be approved by a majority of all directors in office at the time that the action is taken. The President shall be an ex officio member of all committees other than the Nominating Committee, with full voting rights.

Standing Committees. A Standing Committee has a continuing existence and is established to provide the Board with on-going advice, in the form of recommended actions, regarding certain topical areas. Committee members are asked to serve until a new Board is elected, and new committee members are appointed.

Nominating Committee. The Nominating committee is responsible for the long-term development of leadership within the organization, and to provide a slate of qualified candidates for election to the board at each Annual Membership Meeting, and to recommend qualified replacements for any vacancies that may occur. A Member of the Association shall be appointed to serve as the chair of the Nominating Committee. The three Regional Directors and two other members of the Association shall serve as members of this Committee. The President shall not be a member of this committee.

The Nominating Committee shall verify that all Director nominees are qualified, able, and willing to serve if elected. The Nominating Committee shall nominate a number of candidates which is at least equal to the number of anticipated vacancies.

Audit Committee. The duties of the Audit Committee shall be to oversee policy compliance, conflicts of interest, ethics, and program integrity. They shall select, retain, oversee, and interact with the auditors for the Association. The Auditors shall report directly to the Board. There shall be an Audit Committee consisting of two members of the Board and such additional members as may be designated by the Board.

Finance Committee. This committee shall recommend to the Board policies and actions for the financial management of the Association's ordinary income, its Life Membership Fund, and any other investment funds. This committee shall be chaired by the Treasurer. Two additional members of the Association shall serve on this Committee.

Awards Committee. This committee shall recommend to the Board candidates for the various recognition awards provided by these bylaws. The chair of this committee shall be the Vice President. Other members of this committee shall be the Regional Directors, and other individuals as appointed by the President and approved by the Board.

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Membership Committee. The Membership Committee shall be responsible for promoting and maintaining the membership, collecting membership applications, overseeing the collection of dues and reporting to the Board on the status of membership. This committee shall recommend to the Board actions which promote the attraction and enrollment of new members and the retention of existing members. The Membership Committee chair shall be a member of the Board. Other members of this committee shall be the three Regional Directors.

Communications Committee. The Communications Committee shall be responsible for ensuring clear and consistent communication between the Association, the membership, and the public. This committee shall recommend to the Board actions and policies relative to the Association's communications. This committee shall have editorial and content oversight of any printed or electronic communication projects, including the website. The Communications Committee chair shall have supervisory responsibilities over any print or electronic editors, webmaster, and any outside entities hired by the Board to work with the website. The Communications Committee chair shall be a member of the Board. There shall be at least three other members appointed to this committee.

Evan Means Grants Committee. The Evan Means Grants Committee is responsible for publicizing and collecting Evan Means Grants applications on a quarterly basis. They will establish criteria for the Evan Means Grants and other possible grants and examine applications for compliance of guidelines that enhance trails and the hiking experience. The committee will make recommendations for funding grants to the Board of Directors. The committee is responsible for verifying the completion of the grant project. The Evan Means Grants Committee shall consist of four members and a chair, appointed by the President.

Special Committees. A Special Committee has a limited existence and is created to provide the Board with a recommendation on a very specific, narrow question. A Special Committee shall cease to exist whenever it has reported its recommendations to the Board.

Meetings of Committees. A committee shall meet on an as-needed basis, at the call of the chairperson of the committee. The chairperson shall notify each member of the committee of the date, time, and place of the meeting at least three days prior to the meeting. The attendance of a majority of the committee members (excluding any ex-officio members) shall constitute a quorum at any committee meeting, except where a greater number is required by these bylaws. In the absence of quorum, discussions may be held, but no votes may be taken.

Act without Meeting. A Committee may act on any matter without physically meeting, by prior unanimous written consent of its members, provided that all discussions and voting are held using technology whereby all members can concurrently hear every other member.

9. ASSOCIATION CHAPTERS

Chapter Formation. A Tennessee Trails Association Chapter may be established when ten or more members residing in a geographical area of Tennessee petition the Board and receive their approval. The purpose of each Chapter shall be to carry out the mission of the Association in its local area. Each Chapter shall report periodically to the Board concerning its activities.

Chapter Officers. Chapters shall elect such officers as the Chapter deems suitable and necessary but must have at least a Chapter Chair and a Chapter Treasurer. Elections for these officers shall be held at least annually. Each Chapter 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.

Chapter Board Representative. Each chapter shall elect one of its members to serve as their representative on the Association's Board of Directors. This election shall be held annually, and the Chapter Representative shall serve on the Board for one fiscal year. The Chapter Representative must be a member of the Association.

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Operating Expenses. Chapters shall receive from the Association funds to be used for operating expenses. The amount provided is determined by the Board and is based upon the number of members affiliated with each Chapter.

Each Chapter shall manage all funds that it receives, submit periodic reports to its members and to the Board and participate in any audits as requested by the Treasurer of the Association.

Dissolution of a Chapter. The Board 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.

Chapter Affiliation. A member of the Association may affiliate with a Chapter without paying any additional dues or fees.

10. AWARDS

Association Awards. The Board may designate recipients for the following Awards:

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

Bill Stutz Award. This annual award honors the memory of the late Bill Stutz, past Association member and beloved hiker. The award shall be presented to an active hiker for his or her individual contribution to the Association or one of its Chapters.

Bob Brown Lifetime Achievement Award. This occasional award honors the extraordinary lifetime leadership and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The award recognizes others for their lifetime leadership and contributions which are deemed equally extraordinary.

Other Awards. The Board may also establish other recognition programs to commemorate individual or chapter accomplishments.

11. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the authority for conducting all meetings of the Association. The modified procedures for small boards shall apply, except that motions shall require a second.

In addition, any notification or other writing called for by these bylaws may be made by e-mail.

12. AMENDMENTS

Amendments to these bylaws may be proposed by the Board, or by written petition from ten percent of the membership. Such amendments shall take effect immediately following approval by a two-thirds majority of the members present at any Annual Meeting or at any Special Meeting of the membership 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.

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1. NAME

Name. The name of this organization shall be “Tennessee Trails Association, Incorporated,” hereinafter referred to as the “Association”.

Principal Office. The principal address and registered office address of the Association shall be as determined by the Board of Directors and filed with the Office of the Tennessee Secretary of State. The duly elected Secretary of the Association, during his or her term in office, is authorized to designate the mailing address of the Association on the records of the Secretary of State and with other governmental agencies as his or her home, office, or other preferred mailing address.

2. MISSION

Mission. The mission of this Association is to promote and support the development of a system of hiking trails in the state of Tennessee, to provide opportunities for the enjoyment of trails, and to educate the membership and the general public as to the wise stewardship of trails and the outdoor areas through which they pass. The Association shall work with federal, state, and local agencies and other organizations and landowners for such promotion and development and for the conservation of natural resources.

3. MEMBERSHIP

Qualifications. Membership in the Association will be available to any individual or organization that has an interest in advancing the mission of the Association and agrees to abide by the Bylaws and policies of the Association.

Membership will be granted upon submitting a written application, accompanied by the dues appropriate for the class of membership for which application is made.

The Board may reject any application for Membership, if it deems that granting such membership would not be in the best interests of the Association, provided that in making such membership determinations, the Board shall not discriminate on the basis of race, creed, color, age, sex, national origin, marital status, liability for service in the armed forces, veteran status, or disability.

Membership Dues. The Board shall establish the dues for the various classes of membership.

Classes of Memberships.

There are several classes of membership available to individuals:

An Individual membership is the basic membership class. This class receives all benefits from the Association and has one vote on any issue considered at a membership meeting.

A Family membership is available to any couple, with or without non-adult children, and to any single parent with non-adult children. This class receives all benefits from the Association and has one vote for each adult on any issue considered at a membership meeting.

A Supporting membership is available to any individual who wants to make a contribution to the Association above the Individual membership rate. This additional contribution will be used as determined from time to time by the Board.

A Supporting Family membership is available to any couple or family unit who wants to make a contribution to the Association above the Family membership dues. This additional contribution will be used as determined from time to time by the Board.

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A Life membership is available to any individual for the payment of a one-time fee, and receives all the benefits of membership for life, and has one vote on any issue considered at a membership meeting.

A Family Life membership is available to a couple for the payment of a one-time fee, and receives all the benefits of membership for life. Each of the individuals has one vote on any issue considered at a membership meeting. The membership continues until the death of the last surviving partner. In case of dissolution of the couple's relationship, the membership is available, as an ordinary Life membership, to either, but not both, of the individuals, as they wish.

The dues collected from Life and Family Life memberships will not be used for operating expenses, but placed in a separate Life Membership Fund. Earnings from this Fund may be used as the Board deems appropriate.

A Student membership is available to anyone under the age of 25 attending high school or college full-time. This class receives all benefits from the Association, except it has no voting rights.

There are two classes of membership available to organizations, which may be represented at Membership meetings, but shall have no vote.

A Sponsoring membership is available for an organization that wishes to provide support for the Association and be recognized each month in the Tennessee Trails Newsletter and on the Association's website.

A Corporate membership is available for an organization that wishes to provide support for the Association, but does not seek special recognition.

There are two categories of membership, bestowed by the Board, which require no fee and have no voting rights:

A VIP membership is available to community leaders as a means of keeping them informed of TTA activities. A VIP membership must be approved by the Board, and may be rescinded at any time.

An Honorary membership is a means of recognizing service to the Association. An Honorary membership must be approved by the Board and generally is for life.

Termination of Membership. Any member may voluntarily terminate their membership at any time upon written notice to the Association, however, no refunds of membership fees are available.

Any Member who fails to pay the prescribed fee for renewal of their membership shall automatically forfeit all rights of membership, after a grace period that shall be set by the Board.

Any Member who ceases to qualify for membership as stated in these bylaws may be terminated from membership by a two-thirds vote of the Board in the manner described in the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Section 48-56-302. Any refunds of membership fees in these cases shall be at the discretion of the Board.

4. MEMBERSHIP MEETINGS

Annual Membership Meeting. An Annual Membership Meeting shall be held by not later than December 15 of each year at a time and place determined by the Board, for the purpose of electing Board members, receiving reports from the President on the activities of the Association, from the Treasurer on the financial condition of the Association, from Chapters on their activities, and considering any other matters as may be appropriate. The Annual Membership Meeting shall be hosted by individual Chapters, as shall be determined by the Board.

Special Membership Meeting. A Special Membership Meeting may be called by the President, or by petition of at least four members of the Board, or by petition of at least ten percent of the members of the Association. The request for a Special Membership Meeting shall be in writing, delivered to the Secretary, and shall state the agenda for the meeting.

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Within thirty days following the receipt of the request for a Special Membership Meeting, the Board shall determine the date, time, and location of the meeting, but no more than 60 days after the date of the original request. Only items from the requesting agenda may be brought to a vote at this special meeting. However, new business may be introduced and referred to the Board for consideration at a subsequent Membership Meeting.

Notice of Membership Meetings. The Secretary shall notify each Member of any up-coming Membership Meeting at least thirty days in advance of said meeting. The notice shall state the date, time, location, and agenda for the Meeting.

Eligibility to Vote. Any Member in good standing who is present at a Membership Meeting shall have the voting rights prescribed by their class of membership.

At any Membership Meeting, the Membership Director shall make available a listing of those Members eligible to vote. This listing shall be available for inspection by any Member in good standing.

Quorum Requirements. Ten percent of the members of the Association eligible to vote, ~~present~~ shall constitute a quorum at any Membership Meeting.

Voting Methods. Issues to be voted on at a Membership Meeting, other than Board elections, will be settled by a simple majority, as determined by a voice vote or show of hands.

Board elections where the number of candidates equals the number of vacant positions will also be settled by a simple majority. When there are more candidates than vacancies, a paper ballot will be required, with the vacancies being filled by the persons receiving the most votes. In case of a tie, the election shall be settled by a coin toss.

Action by Written Ballot. The Board may determine that an issue needs to be presented to all eligible Members, not just those present at a Membership Meeting. In this case, the Secretary shall deliver a solicitation for votes and a printed ballot to all Members entitled to vote. The ballot shall set forth the issue and provide an opportunity to vote for or against the proposed action. The solicitation for votes shall specify a date, not less than thirty days past the date of solicitation, by which the ballot must be received by the Association in order for it to be counted. The issue shall be decided by a simple majority vote, provided that the number of ballots cast is at least as much as would have constituted a quorum at a Membership Meeting.

5. BOARD OF DIRECTORS

Composition. The business of the Association shall be conducted by a Board of Directors, herein referred to as the Board, which shall consist of nine Directors-at-large, three Regional Directors, and one Representative from each active Chapter. The term of office for each Director-at-large is three years, with terms staggered so that three directors are elected each year. The term of office for each Regional Director is three years, with terms staggered so that one Regional Director is elected each year, subject to the restriction that there shall be only one Regional Director residing in each of the three geographic divisions of the state. The term of office for each Chapter Representative is one year. A Chapter Representative is selected by their Chapter and the chapter shall notify the Secretary of the Association of its choice prior to the annual meeting. A Director-at-large or a Regional Director or a Chapter Representative may serve for six consecutive years, and then must sit out for one year before seeking re-election to the Board. A new Board is seated at each Annual Membership Meeting and serves during the subsequent calendar year.

Regional Directors. The Regional Directors shall be responsible for monitoring the health of the Chapters in their region, for working with Chapter leadership to address any problems or opportunities and to enhance the Chapter experience, for identifying individuals with the potential for a future leadership role in the Chapter or the Association, and for pursuing the establishment of additional Chapters where needed.

Method of Election. The Nominating Committee shall be responsible for developing a slate of qualified candidates for Directors to the membership at each Annual Meeting of the Membership of the Association. At this time, additional

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160 nominations may be made from the floor. A Member making a nomination from the floor shall attest that he or she has
161 contacted such nominee and verified that the nominee is able and willing to serve if elected.

162
163 **Resignation and Removal.** A Director may resign from the Board at any time by giving written notice to the Secretary.
164 The Board shall vote on whether to accept such resignation at the next meeting of the Board. Any such resignation will
165 take effect either on the date of its acceptance or at such later time as may be specified therein.

166
167 The Board may remove any Director who has missed three (3) consecutive meetings of the Board of Directors by a two-
168 thirds vote of the Directors then in office, in accordance with the Tennessee Nonprofit Corporation Act, Tennessee Code
169 Annotated Section 48-58-108. The Secretary shall give the Board Members at least seven days' notice of the meeting
170 where this vote is to take place.

171
172 **Vacancy.** In the event of a vacancy on the Board, the Board shall elect someone to serve the remainder of the unexpired
173 term of the vacancy.

174
175 **Liability.** The personal liability of each Member of the Board of Directors of the Association for monetary damages for
176 breach of fiduciary duty as a Director will be eliminated to the full extent permitted by the Tennessee Nonprofit
177 Corporation Act, Tennessee Code Annotated Section 48-58-601.

178
179 **Compensation.** Members of the Board will receive no compensation for their services and duties. However, reasonable
180 travel expenses and other legitimate expenses may be reimbursed upon approval of the Board, in accordance with a policy
181 on expense reimbursement approved by the Board.

182
183 **Conflict of Interest.** Whenever a Director has a financial or personal interest in any matter coming before the Board, the
184 affected person shall fully disclose the nature of the interest and withdraw from any subsequent discussion or voting on the
185 matter.

186
187 Participation in discussion or voting by a Director with a potential conflict of interest will be permitted only when a
188 majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of
189 meetings at which such votes are taken shall record the rationale for such permission.

190
191 Before beginning a term of office, each Director shall acknowledge in writing that he or she has read, understands, and will
192 abide by the provisions of this section. The Secretary shall collect and maintain a permanent record of these
193 acknowledgements.

194
195 **6. OFFICERS, EXECUTIVE COMMITTEE**

196
197 **Officers.** The Officers of the Association are its President, Vice President, Secretary, and Treasurer. As soon as practical
198 after its election at a Membership meeting, a new Board shall have a Special Organizational Meeting to elect officers from
199 the Board and organize committees. The outgoing President shall chair this Special Organizational Meeting until a new
200 President is elected. The new President shall then chair the meeting during the election of the remaining Officers, the
201 naming of members and chair for Standing Committees, and the establishment of any special committees. Officers shall
202 serve a one calendar year term or until a successor is duly elected and qualified.

203
204 No other action may be taken at this Special Organizational Meeting,

205
206 **Executive Committee.** The Officers shall constitute the Executive Committee of the Board, which is authorized to conduct
207 the business and manage the affairs of the Association between meetings of the full Board. This Committee shall be
208 authorized to exercise all of the powers of the Board, to the extent consistent with the established policies of the Board and
209 as permitted by law. However, the Executive Committee may not reverse any decision made by the full Board. Any action
210 taken by the Executive Committee shall be reported in writing to the full Board within 48 hours of such action.
211

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A meeting of the Executive Committee may be called by the President or by petition of two other of its members. The Secretary shall notify all Executive Committee members as to the time and location of the meeting. Executive Committee meetings may be held using technology whereby all members can concurrently hear every other member.

Resignation and Removal. An Officer may resign his position at any time by giving written notice to the Secretary. Any such resignation shall take effect on the date when accepted by the Board or at any later time specified therein. An Officer who resigns his position shall continue to serve as a Director.

Any Officer may be removed from their position at any time, with or without cause, by a two-thirds vote of the other Directors then in office. The Secretary, or an appropriate substitute, shall give the Board Members at least seven days' notice of the meeting where this vote is to take place.

Vacancy. In the event of a vacancy in any Office, the vacancy may be filled by a majority vote of the other Directors then in office.

Duties of the Officers:

President. The President shall preside at all meetings of the Board, the Executive Committee, and the Membership, shall have the general powers and the duties usually vested in the office of a president, shall provide general supervision, direction, and control of the affairs of the Association, shall provide leadership in setting and pursuing the mission and goals of the Association, and shall serve as an ex-officio member of all committees (with the exception of the Nominating Committee), with full voting rights.

Vice President. In the absence or disability of the President, the Vice President shall, for the period of such absence or disability, perform all the duties of the President, and shall when so acting have all the powers of and be subject to all the restrictions upon the President.

Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Board, the Executive Committee, and the Membership, and shall make copies of these records available to Members. The Secretary shall be the custodian of all official Association records. The Secretary shall maintain a Standing Rules book which documents the resolutions and policies of the Board.

Treasurer. The Treasurer shall maintain adequate and correct accounts of the properties and financial business transactions of the Association. The Treasurer shall write checks in payment of all bills and provide a quarterly financial report to the Board. The Treasurer shall oversee the preparation of the annual budget, including recommendations for Membership Fee adjustments. The Treasurer shall chair the Finance Committee.

Additional Duties. In addition to the duties listed above, each Officer shall maintain and update a detailed document describing their principle activities as an Officer, the resources employed, and the most important issues likely to arise in the future. Each Officer shall deliver this document to their successor.

7. MEETINGS OF THE BOARD

Quarterly Meetings of the Board. There shall be a Regular meeting of the Board at least once per calendar quarter, on dates and at locations approved by the Board.

Special Meeting. A Special meeting of the Board may be called either by the President or by written petition of four members of the Board or by written petition of ten percent of the membership.

Any call for a Special meeting shall include an agenda of the items to be considered. Only items on this agenda may be brought to a vote at this special meeting, however new business may be introduced and deferred for consideration at a subsequent Board Meeting.

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Open Meetings. All meetings of the Board are open to members of the Association and guests, except when the Board votes to go into executive session to discuss personnel related matters, or other sensitive issues.

Meeting Notifications. Unless otherwise specified in these bylaws, the Secretary shall provide written notification of the date, time, and place of all meetings to all Board members at least thirty days prior to the date of the meeting.

Quorum. One third of the members of the Board shall constitute a quorum at any Board Meeting.

Act without Meeting. The Board may act on any matter without physically meeting, by prior unanimous written consent of its members, provided that all discussions and voting are held using technology whereby all members can concurrently hear every other member. Quorum requirements, proxy options, and action restrictions are the same as for a Special Board Meeting.

8. COMMITTEES

Function and Limitation of Authority. A Committee is a small group of individuals who are asked to consider, investigate, and recommend actions to the Board. A Committee has no authority to take any action on its own, unless explicitly specified by the Board.

Membership. The members of any committee are not required to be Members of the Association nor members of the Board. Unless otherwise specified, the President shall nominate the members of a committee and the chair, provided that the creation of a committee and appointment of members to it must be approved by a majority of all directors in office at the time that the action is taken. The President shall be an ex officio member of all committees other than the Nominating Committee, with full voting rights.

Standing Committees. A Standing Committee has a continuing existence, and is established to provide the Board with on-going advice, in the form of recommended actions, regarding certain topical areas. Committee members are asked to serve until a new Board is elected, and new committee members are appointed.

Nominating Committee. The Nominating committee is responsible for the long term development of leadership within the organization, and to provide a slate of qualified candidates for election to the board at each Annual Membership Meeting, and to recommend qualified replacements for any vacancies that may occur. A Member of the Association shall be appointed to serve as the chair of the Nominating Committee. The three Regional Directors and two other members of the Association shall serve as members of this Committee. The President shall not be a member of this committee.

The Nominating Committee shall verify that all Director nominees are qualified, able, and willing to serve if elected. The Nominating Committee shall nominate a number of candidates which is at least equal to the number of anticipated vacancies.

Audit Committee. The duties of the Audit Committee shall be to oversee policy compliance, conflicts of interest, ethics, and program integrity. They shall select, retain, oversee, and interact with the auditors for the Association. The Auditors shall report directly to the Board. There shall be an Audit Committee consisting of two members of the Board and such additional members as may be designated by the Board.

Finance Committee. This committee shall recommend to the Board policies and actions for the financial management of the Association's ordinary income, its Life Membership Fund, and any other investment funds. This committee shall be chaired by the Treasurer. Two additional members of the Association shall serve on this Committee.

Awards Committee. This committee shall recommend to the Board candidates for the various recognition awards provided by these bylaws. The chair of this committee shall be the Vice President. Other members of this

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committee shall be the Regional Directors, and other individuals as appointed by the President and approved by the Board.

Membership Committee. The Membership Director shall be a member of the Board and chair the Membership Committee. The Membership Committee shall be responsible for promoting and maintaining the membership, collecting dues and membership applications, and forwarding all dues to the treasurer and reporting to the Board on the status of membership. This committee shall recommend to the Board actions which promote the attraction and enrollment of new members and the retention of existing members. Other members of this committee shall be the three Regional Directors.

Communications Committee. The Communications Director shall be a member of the Board and chair the Communications Committee. The Communications Committee shall be responsible for insuring clear and consistent communication between the Association and the public and the membership. This committee shall recommend to the Board actions and policies relative to the Associations communications to the public and to the membership. This committee shall also have editorial and content oversight of any printed or electronic communication projects. The Communications Director shall have supervisory responsibilities over any print or electronic editors. There shall be at least three other members appointed to this committee.

Special Committees. A Special Committee has a limited existence, and is created to provide the Board with a recommendation on a very specific, narrow question. A Special Committee shall cease to exist whenever it has reported its recommendations to the Board.

Meetings of Committees. A committee shall meet on an as-needed basis, at the call of the chairperson of the committee. The chairperson shall notify each member of the committee of the date, time, and place of the meeting at least three days prior to the meeting. The attendance of a majority of the committee members (excluding any ex-officio members) shall constitute a quorum at any committee meeting, except where a greater number is required by these bylaws. In the absence of quorum, discussions may be held, but no votes may be taken.

Act without Meeting. A Committee may act on any matter without physically meeting, by prior unanimous written consent of its members, provided that all discussions and voting are held using technology whereby all members can concurrently hear every other member.

9. ASSOCIATION CHAPTERS

Chapter Formation. A Tennessee Trails Association Chapter may be established when ten or more members residing in a geographical area of Tennessee petition the Board and receive their approval. The purpose of each Chapter shall be to carry out the mission of the Association in its local area. Each Chapter shall report periodically to the Board concerning its activities.

Chapter Officers. Chapters shall elect such officers as the Chapter deems suitable and necessary, but must have at least a Chapter Chair and a Chapter Treasurer. Elections for these officers shall be held at least annually. Each Chapter 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.

Chapter Board Representative. Each chapter shall elect one of its members to serve as their representative on the Association's Board of Directors. This election shall be held annually, and the Chapter Representative shall serve on the Board for one fiscal year. The Chapter Representative must be a member of the Association.

Operating Expenses. Chapters shall receive from the Association funds to be used for operating expenses. The amount provided is determined by the Board, and is based upon the number of members affiliated with each Chapter.

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Each Chapter shall manage all funds that it receives, submit periodic reports to its members and to the Board and participate in any audits as requested by the Treasurer of the Association.

Dissolution of a Chapter. The Board 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.

Chapter Affiliation. A member of the Association may affiliate with a Chapter without paying any additional dues or fees.

10. AWARDS

Association Awards. The Board may designate recipients for the following Awards:

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

Bill Stutz Award. This annual award honors the memory of the late Bill Stutz, past Association member and beloved hiker. The award shall be presented to an active hiker for his or her individual contribution to the Association or one of its Chapters.

Bob Brown Lifetime Achievement Award. This occasional award honors the extraordinary lifetime leadership and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The award recognize others for their lifetime leadership and contributions which are deemed equally extraordinary.

Other Awards. The Board may also establish other recognition programs to commemorate individual or chapter accomplishments.

11. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the authority for conducting all meetings of the Association. The modified procedures for small boards shall apply, except that motions shall require a second.

In addition, any notification or other writing called for by these bylaws may be made by e-mail.

12. AMENDMENTS

Amendments to these bylaws may be proposed by the Board, or by written petition from ten percent of the membership. Such amendments shall take effect immediately following approval by a two-thirds majority of the members present at any Annual Meeting or at any Special Meeting of the membership 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.