

The quarterly meeting of the Tennessee Trails Association Board of Directors (BOD) meeting was held Aug 1, 2023, starting at 6:30 P.M. CT 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, Amber Dobie-Grove, Wayne Drown, Jane Ellett, Jenny Fitzgerald, Libby Francis, Duane Frichtl, Mark Hubbard, Michelle Kelley, Will Latham, Cathy Moran, Bob Obohoski, John Thomas, Susan Woods. Members of the BOD absent were: Tom Cressler, Patricia Deen, Ryan Dowdy, Cheryl Heckler, Sara Pollard, Terry Warren. Representing Clarksville Chapter for Ryan Dowdy was guest Steve Turner. Other guests present were: Bob Richards, Melinda Pearson.

Having received no corrections or additions as emailed to the BOD, Secretary Susan Woods moved that the minutes of the May 2, 2023 meeting be approved. Motion was seconded by Alice Cannon and approved by the BOD.

Following the Financial Report given by Treasurer June Callahan, Michelle Kelley moved to authorize the Financial Committee to determine an amount needed to remain in the general funds and to move the remainder into an account where it would receive the best interest. Marvin Caine seconded the motion and it was approved by the BOD. Wayne Drown moved to accept the financial report as given by treasurer, June Callahan. It was seconded by Jane Coffey and approved by the BOD.

It was acknowledged that the BOD had received a written report from Membership Director, Cheryl Heckler.

Chair of the Communications Committee, Will Latham, gave the report from that committee. His report explained the projects completed, projects being worked on, and projects to be tackled in the future as described in the written report received by the BOD. No action was needed by the BOD.

Jane Coffey, Chair of the Evan Means Grant (EMG) Committee, moved that the BOD approve the grant request submitted by the Friends of Johnsonville State Historic Park for \$800 to be used for trail blazing. Mark Hubbard seconded her motion and the BOD approved the request. Discussion followed concerning the need for promotion of the EMG grants.

Michelle Kelley, Chair of the Awards Committee, presented the list of awards nominated by that committee. They were: Tennessee Trails Award: Cheryl Heckler, Bill Stutz Award: Betsey Darken and Philip Anderson, Mack Prichard Environmental Award: Wayne Simpson. There were no nominations for the Bob Brown Lifetime Achievement Award. Michelle's motion to accept these nominations was seconded by Jenny Fitzgerald and approved by the BOD.

Libby Francis, Chair of the By Laws Committee, had submitted a written report from that committee to the BOD for changes to the By Laws. These changes involved more specific definition of the membership categories in lines 22-23 and rewording concerning Lifetime memberships in lines 71-74. Libby moved that these changes be presented to the membership for acceptance at the Annual TTA meeting in October. The motion was seconded by Mark Hubbard and approved by the BOD. Libby acknowledged that she would make the TTA membership aware of this action to be taken at the Annual meeting.

Libby Francis, Chair, reported for the Nominations Committee. She announced to the BOD that the following people would be presented as nominations for election to the board by the TTA membership at the Annual Meeting: Jenny Fitzgerald to continue as Director At Large for 3 additional years, Jane Coffey to continue as Director At Large for 3 additional years, Marti Owensby to serve in any capacity as needed on the BOD, and Dharma Alaksza to serve as West TN Regional Director. The floor will be open for other nominations at the Annual Meeting of TTA members.

Discussion concerning the upcoming Annual TTA Meeting included information that the shirts had been ordered and what accommodations were available.

President Duane Frichtl requested an Archive Committee to help Doug Burroughs. Jenny Fitzgerald, Alice Cannon, and Libby Francis volunteered to be on that Committee.

President Frichtl next explained about a recent issue concerning a disgruntled former member who was not forthcoming in speaking with the hike leader, Mark Hubbard, in person. Due to safety issues the hike in question was a members only hike. It was clarified that TTA can have members only hikes as needed as well as hikes open to all.

The 3<sup>rd</sup> item in President Frichtl's report was to inquire about recognizing Lou Ann Partington for her long service as newsletter editor. Libby said that she was recognized at the annual meeting last year as well as in the newsletter. The board felt that was sufficient.

Finally, President Frichtl encouraged the board members to attend the annual meeting and to register soon.

There was no old business.

Under new business Will Latham reported that members of the BOD had been contacted by Amanda Lipps, an outreach specialist from REI, with an interest in pursuing a collaboration between our groups. Board discussion included the potential positive outcomes such a collaboration might present. President Duane Frichtl agreed to connect with this outreach specialist from REI.

The next BOD meeting will be held on Sunday, October 22, at 8:00 A.M. CT, at Pin Oak Lodge, Natchez Trace SP, Wildersville, TN 38351.

Motion was made by Wayne Drown and seconded by Michelle Kelley to adjourn. Motion was approved.

The meeting was adjourned at 7:42 pm.

Minutes submitted by Secretary Susan Woods.

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The meeting was adjourned about 8:00 pm.

Minutes submitted by Secretary Susan Woods.

Agenda for Tennessee Trails Association Board of Directors Meeting

6:30 P.M., CT, Aug. 1, 2023 by Zoom

Call to Order and Welcome, Duane Frichtl, President

Roll Call, Susan Woods, Secretary

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

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

Membership Report, Cheryl Heckler, Membership committee chair – Attachment #3

Communications Committee Report, Will Latham, Communications chair – Attachment #4

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

By Laws Committee Report, Libby Frances, By Laws chair – Attachment #6

Nominations Committee Report, Libby Frances, Nominations chair – Attachment #7

Awards Committee Report, Michelle Kelley, Awards Chair – Attachment #8

2023 Annual Meeting report, Terry Warren

President's Report, Duane Frichtl, TTA BOD President

Old Business

New Business

Next BOD meeting:

Sunday, October 22, 2023, 8:00 A.M. CT, Pin Oak Lodge, Natchez Trace SP, Wildersville, TN 38351

Motion to adjourn

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

## **Tennessee Trail's Association - Financial Report 2nd Quarter 2023**

### **Financial Reports**

The financial reports for the quarter are shown below. I am happy to report that interest received from the new CDs stands at \$1,378 and TTA's net worth for the General Fund and Evan Means Grant Fund stands at \$156,700.

### **Financial Review**

The CPA firm doing the review, requested 50+ documents in the first quarter and a further 30+ documents in the second quarter. These included bank statements and bank reconciliations for all TTA's bank accounts, Center held and Chapter held. All documents were provided, as requested. The Audit Committee should receive the CPA's report soon. I heard from the accountant that the accounts and the finance manual were accepted without any changes.

### **Finance Manual**

As the CPA has approved the finance manual, I will provide it to the Finance Committee for their review. After their additions, clarifications or changes have been included, the manual will be sent to the Chapter Treasurers and Chapter Chairs for their input. Then the revised finance manual will be presented to the Board for Board approval and adoption

### **Financial Filings**

The Annual Report was filed with the Tennessee Secretary of State in the first quarter and the E-postcard 900N was filed with the IRS.

The Application for Renewal of TTA's Charitable Status was filed with the State in the second quarter, once all the Chapter financials reports had been received and collated into TTA's accounts.

The renewal of our Sales and Use Tax exemption certificate was granted. I have submitted a form to update the addresses on the account, once completed, I will issue copies of the certificate to the Chapter Treasurers. If any Chapter needs a certificate now, rather than wait for updated version, please let me know. I did confirm with the tax office that we can use exemption certificate prior to the address update.

All the financial filings were submitted prior to their due date.

### **Change in Payment Processing Provider**

The change from PayPal to Stripe has been well received. Stripe was introduced mid-April and there have only been 14 failed transactions since its introduction. The total number of PayPal failed transactions for Jan through mid-April was 119. The reasons for the Stripe failed transactions were given as user entering the wrong zip code associated with their credit card and users leaving their transaction part way through and the system timing out.

### **Other Business**

I located the company holding the tennesseetrails.org domain name and found that the primary contact on the account was the vendor who built TTA's first website. Obtained his consent to the change. I provided proof of my identity and documents from TTA's formation to the holding company and the domain name is now safely in our hands. I will document the change process for future Treasurers.



**Tennessee Trails Association Inc.**  
**General Fund by Month**

General Fund by Month - 2nd Qtr 2023

Ordinary Income/Expense

Income

Donations

Donations General

85.00	600.00	50.00	735.00
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Total Donations

85.00	600.00	50.00	735.00
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Memberships

Family

455.00	350.00	315.00	1,120.00
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Individual

575.00	675.00	575.00	1,825.00
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Lifetime - Family

0.00	0.00	0.00	0.00
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Refund

0.00	0.00	0.00	0.00
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Student

0.00	0.00	0.00	0.00
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Supporting - Family

70.00	105.00	0.00	175.00
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Supporting Individual

50.00	50.00	125.00	225.00
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Total Memberships

1,150.00	1,180.00	1,015.00	3,345.00
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Other Income

Amazon Income

0.00	66.88	0.00	66.88
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Bank & CD Interest

0.15	0.18	1,377.96	1,378.29
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Total Other Income

0.15	67.06	1,377.96	1,445.17
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Total Income

1,235.15	1,847.06	2,442.96	5,525.17
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Total Income

1,235.15	1,847.06	2,442.96	5,525.17
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Expense

Administrative Expenses

Dues & Subscriptions

0.00	0.00	0.00	0.00
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Chapter Allocations

0.00	1,000.00	0.00	1,000.00
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Insurance

0.00

D&O Liability Insurance

0.00	598.00	0.00	598.00
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Liability Insurance

0.00	958.00	0.00	958.00
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Total Insurance

0.00	1,556.00	0.00	1,556.00
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Newsletter Editing

0.00	375.00	0.00	375.00
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Newsletter Postage & Supplies

0.00	0.00	0.00	0.00
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Newsletter Printing

335.67	0.00	0.00	335.67
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Merchant Charges

46.83	37.26	37.27	121.36
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PO Box & Mailing Supplies

226.00	79.20	0.00	305.20
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State & Federal Filing Fees

0.00	0.00	0.00	0.00
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Total Administrative Expenses

608.50	3,047.46	37.27	3,693.23
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Program Expenses

Awards

0.00	0.00	0.00	0.00
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General Fund - Grants Given

0.00	0.00	0.00	0.00
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Website & Supporting Software

0.00	0.00	347.93	347.93
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Total Program Expenses

0.00	0.00	347.93	347.93
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Total Expense

608.50	3,047.46	385.20	4,041.16
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Net Surplus/Deficit

626.65	-1,200.40	2,057.76	1,484.01
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**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
<b>Ordinary Income/Expense</b>						
<b>Income</b>						
<b>Donations</b>						
Donations General	741.58	735.00	0.00	0.00	1,476.58	
Total Donations	741.58	735.00	0.00	0.00	1,476.58	1,000.00
<b>Memberships</b>						
Family	2,065.00	1,120.00	0.00	0.00	3,185.00	4,900.00
Individual	3,650.00	1,825.00	0.00	0.00	5,475.00	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	175.00		0.00	350.00	280.00
Supporting Individual	325.00	225.00	0.00	0.00	550.00	0.00
Total Memberships	6,745.00	3,345.00	0.00	0.00	10,090.00	14,875.00
<b>Other Income</b>						
Amazon Income	31.62	66.88	0.00	0.00	98.50	150.00
Bank & CD Interest	0.50	1,378.29	0.00	0.00	1,378.79	300.00
Total Other Income	32.12	1,445.17	0.00	0.00	1,477.29	450.00
Total Income	7,518.70	5,525.17	0.00	0.00	13,043.87	16,325.00
<b>Expense</b>						
<b>Administrative Expenses</b>						
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	1,000.00	0.00	0.00	0.00	3,015.00
<b>Insurance</b>						
D&O Liability Insurance	0.00	598.00	0.00	0.00	598.00	598.00
Liability Insurance	0.00	958.00	0.00	0.00	958.00	807.00
Total Insurance	0.00	1,556.00	0.00	0.00	1,556.00	1,405.00
Newsletter Editing	375.00	375.00	0.00	0.00	750.00	1,500.00
Newsletter Postage & Supplies	1,032.20	79.20		0.00	1,111.40	1,270.00
Newsletter Printing	936.72	335.67	0.00	0.00	1,272.39	1,635.00
Merchant Charges	165.07	121.36	0.00	0.00	286.43	0.00
PO Box & Mailing Supplies	0.00	226.00		0.00	226.00	332.00
State & Federal Filing Fees	40.92	0.00	0.00	0.00	40.92	30.46
Total Administrative Expenses	4,587.26	3,693.23	0.00	0.00	5,345.49	9,387.46
<b>Program Expenses</b>						
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	347.93	0.00	0.00	0.00	2,559.00
Total Program Expenses	2,263.56	347.93	0.00	0.00	0.00	3,659.00
Total Expenses	6,850.82	4,041.16	0.00	0.00	5,345.49	13,046.46
Net Surplus/Deficit	667.88	1,484.01	0.00	0.00	2,151.89	3,278.54

# Tennessee Trails Association Evan Means Grant Fund

## Evans Means Grant Fund - by Quarter 2023

	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	400.00	0.00	0.00	950.00
Total Donations	550.00	400.00	0.00	0.00	950.00
 Total Income	550.00	400.00	0.00	0.00	950.00
 Total Income	550.00	400.00	0.00	0.00	950.00
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	400.00	0.00	0.00	-2,270.00
 Net Surplus/Deficit	-2,670.00	400.00	0.00	0.00	-2,270.00

	Full Year
Total Funds 31 Mar 2023	20,978.82
Plus 2nd Qtr 2023 Income	400.00
Less 2nd Qtr 2023 Grants Given	0.00
Total Funds 30 Jun 2023	<u>21,378.82</u>
 Cash in Hand - In Bank	21,378.82
	0.00
	<u>21,378.82</u>

# Tennessee Trails Association Net Worth

Tennessee Trails Association, Inc.  
Statement of Net Worth  
2nd Qtr 2023

	General	Evan Means	Grand
	<u>Funds</u>	<u>Grant Fund</u>	<u>Total</u>
<b>ASSETS:</b>			
Cash in Checking Account	21,693.14	21,378.82	43,071.96
Cash in Money Market	20,154.84	0.00	20,154.84
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	93,383.74		93,383.74
Cash in Stripe Account	71.91	0.00	71.91
Cash in PayPal Account	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
<b>TOTAL ASSETS</b>	<u>135,303.63</u>	<u>21,378.82</u>	<u>156,682.45</u>
<b>NET WORTH:</b>			
Net Worth	<u>135,303.63</u>	<u>21,378.82</u>	<u>156,682.45</u>

	2nd Qtr 2023	2nd Qtr 2023	2nd Qtr 2023
	General	Evan Means	Grand
	<u>Funds</u>	<u>Grant Fund</u>	<u>Total</u>
Net Worth Mar 31st 2022	133,819.62	20,978.82	154,798.44
Revenues for All Accounts	5,525.17	400.00	5,925.17
Expenditures for All Accounts	-4,041.16	0.00	-4,041.16
Increase in Assets, Reversal Accrual*	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
<b>Net Worth Jun 30th 2023</b>	<u>135,303.63</u>	<u>21,378.82</u>	<u>156,682.45</u>

## TTA Membership Committee Report for August 1 2023 Board meeting:

The Membership Committee has not met since the last board meeting, but the Membership Director has been working with the Communications Committee on improving the MemberPress notifications adding links or instructions on renewing. The Communications Committee are working on the following items that affect the Membership:

1. Updating some of the reminder emails. One of these is on the Membership Expiring emails adding instructions on how to renew.
2. Added the Chapter to show up in the subject line for New Member Sign Up and the Membership Expired notices to make it easier and quicker for the Membership Director to forward to the Chapter Chairs. Note, some of the New Member Sign Up notices could be a membership that expired and then renewed.
3. Adding an email to go to members who did not renew letting them know we would like them back.
4. SMTP was added to the website to improve notification emails.
5. They are looking at adding a To Renew button with the To Join button to make it easier and take them to where they need to be to renew after they log in.

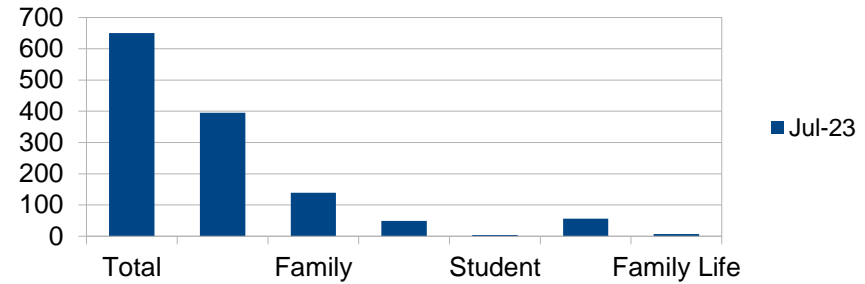
Cheryl Heckler  
TTA Membership Committee Chair

## TTA Membership Report for August 1, 2023 Board Meeting

as of 7/7/2023

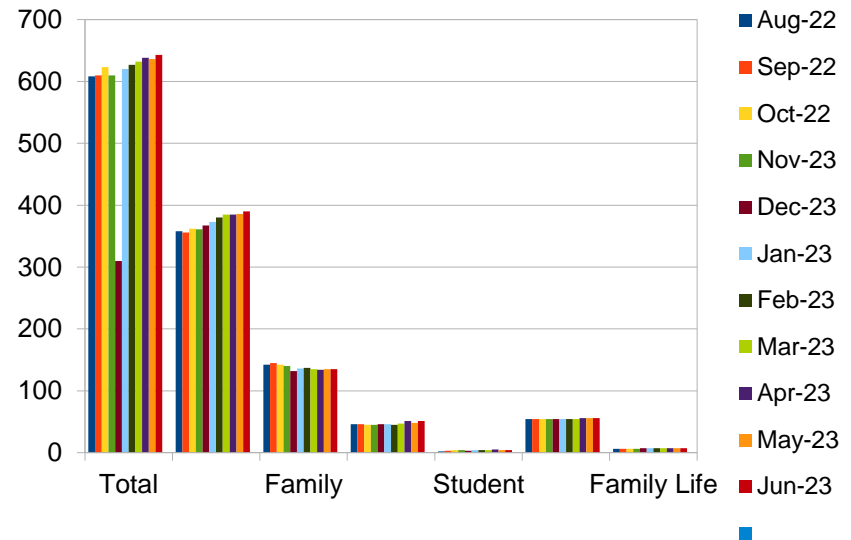
### TTA Membership for July 2023

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
Jul-23	650	395	139	49	4	56	7



### TTA Membership for past 12 months

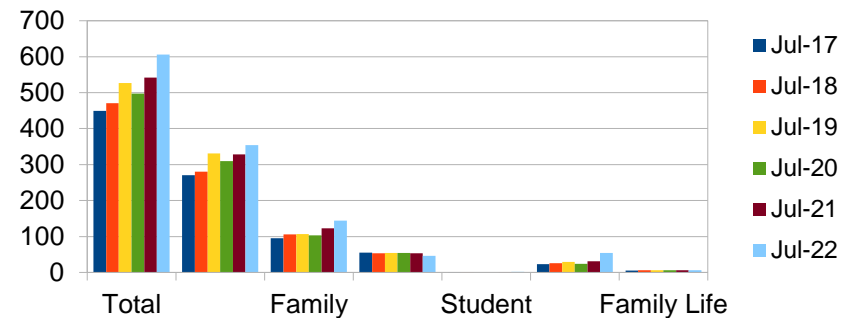
Date	Total	Individual	Family	Supporting	Student	Life	Family Life
Aug-22	608	358	142	46	2	54	6
Sep-22	610	356	145	46	3	54	6
Oct-22	623	362	142	45	4	54	6
Nov-22	610	361	140	45	4	54	6
Dec-22	310	367	132	46	3	54	7
Jan-23	620	373	136	46	4	54	7
Feb-23	627	380	137	45	4	54	7
Mar-23	632	385	135	47	4	54	7
Apr-23	638	385	134	51	5	56	7
May-23	636	386	135	48	4	56	7
Jun-23	643	390	135	51	4	56	7
Jul-23	650	395	139	49	4	56	7



**Note: Individual up 37; Familydown 3; Supporting up 3; Life/Fam Lif up 3;  
Total up 42**

### TTA Membership for October in the past 6 years

Date	Total	Individual	Family	Supporting	Student	Life	Family Life
Jul-17	449	270	95	55	1	23	5
Jul-18	471	280	106	53	1	26	6
Jul-19	527	331	107	54	0	29	6
Jul-20	497	310	103	54	0	24	6
Jul-21	542	328	123	53	1	31	6
Jul-22	606	354	144	46	2	54	6
Jul-23	650	395	139	49	4	56	7



**Individual up 125; Family up 44; Supporting up 6; Life/FamLife up 35;  
Total up 201**

# Tennessee Trails Association

## Communications Committee Report

August 1, 2023

### Projects Completed

1. **Calendar:** Created Communications Committee Calendar (thanks to Libby Francis and Doug Burroughs).
2. **Missing Newsletters:** Working to add missing Newsletters back to the Website.(thanks to Doug Burroughs).
3. **Domain Names:** Gained full control over domain names - .Org and .Net (thanks to June Callahan and Doug Burroughs).
4. **Login Issues:** Resolved member login problems.
5. **Email Stability:** Implemented SMTP to improve stability of emails from MemberPress.
6. **Wordpress Plug-ins:** Planning to delete approximatelyunneeded WordPress plug-ins to speed up the site. Now have an explanation of what each plug-in does. (thanks to Doug Burroughs).
7. **Custom Reports:** Fixed problems with printing of Custom Reports for Board Members.
8. **Updated PHP to 8.2.** PHP is the underlying programming language that the website uses to do its job. Increases front-end and back-end speed, and improves stability and performance.
9. **Website Speed:** Significantly increased the speed of the "backend" of the website (thanks to Doug Burroughs).
10. **Renewals:** Updated MemberPress Reminders and Emails with information about how to Renew (thanks to Cheryl Heckler).
11. **Reminders and Emails:**
  1. Eliminated some MemberPress emails that were going to Administrators but not needed.
  2. Added Chapter Name to New Member and Expiring Member administrative emails to make it easier to forward to Chapter Chairs.
12. **Win Back Email:** Added a "Win Back" email that will go to expired Members 60 days after their membership expiration (thanks to Mark Hubbard and Patty Deen for developing the message).
13. **Renewal Notice with Newsletter:** Added information on how to Renew membership to GNU Mailman message that comes with TTA Newsletter.

### Projects in Progress

1. **Join/Renew-Website:** Decide on and implement changes to the Website to improve Join/Renew processes.
2. **Missing Newsletters:** Finalize recovery of missing Newsletters to the Website.
  1. **Archival:** Suggest TTA initiate a project to discuss TTA archival needs (Newsletters, meeting minutes, financial reports, etc.).
3. **Reach Out to Inactive/Expired Members:** Research process to reach out to Inactive/Expired Members in MemberPress.



### **Future Projects**

1. **Website Maintenance:** Finalize Website Maintenance responsibilities.
2. **Newsletter Design:** Discuss Newsletter Design and delivery method.
3. **Support of Chapter Communications:** Determine TTA support of Chapter communications and evaluate Listserv (GNU Mailman).
4. **Documentation:** Continue to work on Documentation for Website and Communication Committee.

The Evan Means Grant Program committee only had one proposal to consider and that was from the Friends of the Johnsonville Historic State Park to update and replace the blazing on their trail system. They had revamped some trails and made some much-needed repairs on their trails and what they needed was to replace and revamp some of their trail markers/blazes (see attached proposal). The Friends of the Johnsonville Historic State Park is a nonprofit 501-(c)(3) organization.

The Friends determined that the new blazers would benefit both hikers and the usage level at the Johnsonville Historic State Park. They felt that the new markers would keep hikers on course on the trails and would limit any confusion about the hiking paths. The Friends estimated the total cost to be \$1600 for 800 trail markers, shipping and hardware. They requested \$800 from the Tennessee Trail Association's Evan Means Grant program and \$800 from the Tennessee State Parks Trail Pack Grant.

They also estimated that volunteers would contribute as much as 25-man hours to complete this project.

The committee met on July 5, 2023. We felt that the proposal was extremely well written and organized in its presentation to the EMG committee. It was unanimously agreed that the request for \$800 be granted and passed to the entire board for approval. Thank you for your help.

## **Evan Means Grants Program Tennessee Trails Association**

**Grantee Name:** Friends of Johnsonville State Historic Park

**Narrative description of the project and how it fits within the range of the organization's total activities:** Friends of Johnsonville State Historic Park desires to help Johnsonville State Historic Park to update the blazing on their trail system. This will include replacing broken or missing blazes and improving blazing at trailheads and on rerouted sections of trail. This action supports the 2023 Strategic Management Plan of Johnsonville State Historic Park. The preferred vendor for trail makers is Marker Trail. Tennessee Trails Association/Evan Means Grant will be recognized through social media posts, news releases and signage at park trailheads.

**A description of how the project will benefit hikers and the usage level at the location:** Updated blazing on the trails and trailheads will assist hikers to find their way on the trail system. Our trails are well suited to first time hikers and families with children. It is important that these novice hikers can easily navigate our trail system. This project will benefit all hikers who visit the park.

**An estimate of the project's start and completion dates:**

Start Date: October 1, 2023

Completion Date: March 1, 2024

**A detailed budget for spending the amount requested:**

\$800 - 400 trail markers from MarkerTrail.com @ \$1.90ea. + \$40 shipping  
<https://www.markertrailtn.com/product/trail-markers/>

**The total cost of the project from all funding sources:**

\$1600 – Total Budget for 800 trail markers, shipping, and hardware

\$800 – Tennessee Trails Association/Evan Means Grant

\$800 – Tennessee State Parks Trail Pack Grant

**The number of total man-hours required by the project:**

Anticipated that the re-blazing of all trails will require 50 man-hours total.

**The amount of volunteer hours expected to be used:**

Anticipated for volunteers to contribute 25 man-hours to complete the project.



## Trail Markers

\$1.90

**Trail Markers** – 3 1/2" for blazing trails.

Available in a variety of colors.

**NOT FOR RESALE** – for blazing use only

Color

Choose an option



1

Add to cart

### Description

**Trail Markers** will have to your park's name on them. Keep in mind that some park names are too long to fit the space and may have to be abbreviated in a portion of the name, (ex: CUMBERLAND MT).

**NOT FOR RESALE** – for blazing use only

The By-Laws committee recommends the following changes to the by laws after review from the May 2 Board meeting:

Revised wording Line 22-23

More specific definition of membership categories

Revised wording Line 71-74

Wording concerning Lifetime memberships

Thanks to Patty Deen for being our patient scribe thru all the suggestions and rewording.

# TTA Bylaws -- Draft

May 31, 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 family unit 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.



## TTA Bylaws -- Draft

May 31, 2023

- 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. If the Lifetime member does not respond to any form of communication, the membership will be considered 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.

## TTA Bylaws -- Draft

May 31, 2023

**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.

## TTA Bylaws -- Draft

May 31, 2023

**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.

## TTA Bylaws -- Draft

May 31, 2023

**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.

## TTA Bylaws -- Draft

May 31, 2023

**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.

## TTA Bylaws -- Draft

May 31, 2023

**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.



## TTA Bylaws -- Draft

May 31, 2023

**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.

The Nominating Committee is pleased to recommend the following persons to serve on the 2024 Board of Directors:

Jenny Fitzgerald (serving for 3 more years)

Jane Coffey (serving for 3 more years)

Marti Owensby --Marti is with the Scenic City Chapter and is willing to serve in any capacity on the BOD

West TN Regional Director: Dharma Alaksza. Dharma is an active member of the Jackson Chapter and is willing to learn on the job

The TTA Awards Committee met July 30, 2023 to review recommendations made for 2023 awards.

#### Committee Members

- Michelle Kelley
- Duane Frichtl
- Sara Pollard
- Terry Warren
- Will Latham
- Bob Richards (not present)

We reviewed 4 nominations and would like to present the following to the board for approval.

#### **Tennessee Trails Award**

- Cheryl Heckler nomination was approved by committee

#### **Bill Stutz Award**

2 nominations were made and both were approved by committee to receive this award

- Betsey Darken
- Philip Anderson

#### **Bob Brown Lifetime Achievement Award**

No nominations made for this award

#### **Mack Prichard Environmental Award**

- Wayne Simpson was nominated and approved by committee