

**Proposed New Bylaws  
October 14, 2017**

1 **1. NAME**

2  
3 **Name.** The name of this organization shall be “Tennessee Trails Association, Incorporated,” hereinafter referred to as the  
4 “Association”.

5  
6 **Principal Office.** The principal address and registered office address of the Association shall be as determined by the  
7 Board of Directors and filed with the Office of the Tennessee Secretary of State. The duly elected Secretary of the  
8 Association, during his or her term in office, is authorized to designate the mailing address of the Association on the  
9 records of the Secretary of State and with other governmental agencies as his or her home, office, or other preferred  
10 mailing address.

11  
12 **2. MISSION**

13  
14 **Mission.** The mission of this Association is to promote and support the development of a system of hiking trails in the state  
15 of Tennessee, to provide opportunities for the enjoyment of trails, and to educate the membership and the general public as  
16 to the wise stewardship of trails and the outdoor areas through which they pass. The Association shall work with federal,  
17 state, and local agencies and other organizations and landowners for such promotion and development and for the  
18 conservation of natural resources.

19  
20 **3. MEMBERSHIP**

21  
22 **Qualifications.** Membership in the Association will be available to any individual or organization that has an interest in  
23 advancing the mission of the Association and agrees to abide by the Bylaws and policies of the Association.

24  
25 Membership will be granted upon submitting a written application, accompanied by the dues appropriate for the class of  
26 membership for which application is made.

27  
28 The Board may reject any application for Membership, if it deems that granting such membership would not be in the best  
29 interests of the Association, provided that in making such membership determinations, the Board shall not discriminate on  
30 the basis of race, creed, color, age, sex, national origin, marital status, liability for service in the armed forces, veteran  
31 status, or disability.

32  
33 **Membership Dues.** The Board shall establish the dues for the various classes of membership.

34  
35 **Classes of Memberships.**

36  
37 There are several classes of membership available to individuals:

38  
39 An Individual membership is the basic membership class. This class receives all benefits from the Association and  
40 has one vote on any issue considered at a membership meeting.

41  
42 A Family membership is available to any couple, with or without non-adult children, and to any single parent with  
43 non-adult children. This class receives all benefits from the Association and has one vote for each adult on any  
44 issue considered at a membership meeting.

45  
46 A Supporting membership is available to any individual who wants to makes a contribution to the Association  
47 above the Individual membership rate. This additional contribution will be used f as determined from time to time  
48 by the Board.

49  
50 A Supporting Family membership is available to any couple or family unit who wants to makes a contribution to  
51 the Association above the Family membership dues. This additional contribution will be used as determined from  
52 time to time by the Board.

53

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

56  
57 A Family Life membership is available to a couple for the payment of a one-time fee, and receives all the benefits  
58 of membership for life. Each of the individuals has one vote on any issue considered at a membership meeting.  
59 The membership continues until the death of the last surviving partner. In case of dissolution of the couple's  
60 relationship, the membership is available, as an ordinary Life membership, to either, but not both, of the  
61 individuals, as they wish.

62  
63 The dues collected from Life and Family Life memberships will not be used for operating expenses, but placed in  
64 a separate Life Membership Fund. Earnings from this Fund may be used as the Board deems appropriate.

65  
66 A Student membership is available to anyone under the age of 25 attending high school or college full-time. This  
67 class receives all benefits from the Association, except it has no voting rights.

68  
69 There are two classes of membership available to organizations, which may be represented at Membership meetings, but  
70 shall have no vote.

71  
72 A Sponsoring membership is available for an organization that wishes to provide support for the Association and  
73 be recognized each month in the Tennessee Trails Newsletter and on the Association's website.

74  
75 A Corporate membership is available for an organization that wishes to provide support for the Association, but  
76 does not seek special recognition.

77  
78 There are two categories of membership, bestowed by the Board, which require no fee and have no voting rights:

79  
80 A VIP membership is available to community leaders as a means of keeping them informed of TTA activities. A  
81 VIP membership must be approved by the Board, and may be rescinded at any time.

82  
83 An Honorary membership is a means of recognizing service to the Association. An Honorary membership must be  
84 approved by the Board and generally is for life.

85  
86 **Termination of Membership.** Any member may voluntarily terminate their membership at any time upon written notice  
87 to the Association, however, no refunds of membership fees are available.

88  
89 Any Member who fails to pay the prescribed fee for renewal of their membership shall automatically forfeit all rights of  
90 membership, after a grace period that shall be set by the Board.

91  
92 Any Member who ceases to qualify for membership as stated in these bylaws may be terminated from membership by a  
93 two-thirds vote of the Board in the manner described in the Tennessee Nonprofit Corporation Act, Tennessee Code  
94 Annotated Section 48-56-302. Any refunds of membership fees in these cases shall be at the discretion of the Board.

95  
96 **4. MEMBERSHIP MEETINGS**

97  
98 **Annual Membership Meeting.** An Annual Membership Meeting shall be held by not later than December 15 of each year  
99 at a time and place determined by the Board, for the purpose of electing Board members, receiving reports from the  
100 President on the activities of the Association, from the Treasurer on the financial condition of the Association, from  
101 Chapters on their activities, and considering any other matters as may be appropriate. The Annual Membership Meeting  
102 shall be hosted by individual Chapters, as shall be determined by the Board.

103  
104 **Special Membership Meeting.** A Special Membership Meeting may be called by the President, or by petition of at least  
105 four members of the Board, or by petition of at least ten percent of the members of the Association. The request for a  
106 Special Membership Meeting shall be in writing, delivered to the Secretary, and shall state the agenda for the meeting.

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

111  
112 **Notice of Membership Meetings.** The Secretary shall notify each Member of any up-coming Membership Meeting at  
113 least thirty days in advance of said meeting. The notice shall state the date, time, location, and agenda for the Meeting.

114  
115 **Eligibility to Vote.** Any Member in good standing who is present at a Membership Meeting shall have the voting rights  
116 prescribed by their class of membership.

117  
118 At any Membership Meeting, the Membership Director shall make available a listing of those Members eligible to vote.  
119 This listing shall be available for inspection by any Member in good standing.

120  
121 **Quorum Requirements.** Ten percent of the members of the Association eligible to vote, present shall constitute a quorum  
122 at any Membership Meeting.

123  
124 **Voting Methods.** Issues to be voted on at a Membership Meeting, other than Board elections, will be settled by a simple  
125 majority, as determined by a voice vote or show of hands.

126  
127 Board elections where the number of candidates equals the number of vacant positions will also be settled by a simple  
128 majority. When there are more candidates than vacancies, a paper ballot will be required, with the vacancies being filled by  
129 the persons receiving the most votes. In case of a tie, the election shall be settled by a coin toss.

130  
131 **Action by Written Ballot.** The Board may determine that an issue needs to be presented to all eligible Members, not just  
132 those present at a Membership Meeting. In this case, the Secretary shall deliver a solicitation for votes and a printed ballot  
133 to all Members entitled to vote. The ballot shall set forth the issue and provide an opportunity to vote for or against the  
134 proposed action. The solicitation for votes shall specify a date, not less than thirty days past the date of solicitation, by  
135 which the ballot must be received by the Association in order for it to be counted. The issue shall be decided by a simple  
136 majority vote, provided that the number of ballots cast is at least as much as would have constituted a quorum at a  
137 Membership Meeting.

138  
139 **5. BOARD OF DIRECTORS**

140  
141 **Composition.** The business of the Association shall be conducted by a Board of Directors, herein referred to as the Board,  
142 which shall consist of nine Directors-at-large, three Regional Directors, and one Representative from each active Chapter.  
143 The term of office for each Director-at-large is three years, with terms staggered so that three directors are elected each  
144 year. The term of office for each Regional Director is three years, with terms staggered so that one Regional Director is  
145 elected each year, subject to the restriction that there shall be only one Regional Director residing in each of the three  
146 geographic divisions of the state. The term of office for each Chapter Representative is one year. A Chapter Representative  
147 is selected by their Chapter and the chapter shall notify the Secretary of the Association of its choice prior to the annual  
148 meeting. A Director-at-large or a Regional Director or a Chapter Representative may serve for six consecutive years, and  
149 then must sit out for one year before seeking re-election to the Board. A new Board is seated at each Annual Membership  
150 Meeting and serves during the subsequent calendar year.

151  
152 **Regional Directors.** The Regional Directors shall be responsible for monitoring the health of the Chapters in their region,  
153 for working with Chapter leadership to address any problems or opportunities and to enhance the Chapter experience, for  
154 identifying individuals with the potential for a future leadership role in the Chapter or the Association, and for pursuing the  
155 establishment of additional Chapters where needed.

156  
157 **Method of Election.** The Nominating Committee shall be responsible for developing a slate of qualified candidates for  
158 Directors to the membership at each Annual Meeting of the Membership of the Association. At this time, additional

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

161  
162 **Resignation and Removal.** A Director may resign from the Board at any time by giving written notice to the Secretary.  
163 The Board shall vote on whether to accept such resignation at the next meeting of the Board. Any such resignation will  
164 take effect either on the date of its acceptance or at such later time as may be specified therein.

165  
166 The Board may remove any Director who has missed three (3) consecutive meetings of the Board of Directors by a two-  
167 thirds vote of the Directors then in office, in accordance with the Tennessee Nonprofit Corporation Act, Tennessee Code  
168 Annotated Section 48-58-108. The Secretary shall give the Board Members at least seven days' notice of the meeting  
169 where this vote is to take place.

170  
171 **Vacancy.** In the event of a vacancy on the Board, the Board shall elect someone to serve the remainder of the unexpired  
172 term of the vacancy.

173  
174 **Liability.** The personal liability of each Member of the Board of Directors of the Association for monetary damages for  
175 breach of fiduciary duty as a Director will be eliminated to the full extent permitted by the Tennessee Nonprofit  
176 Corporation Act, Tennessee Code Annotated Section 48-58-601.

177  
178 **Compensation.** Members of the Board will receive no compensation for their services and duties. However, reasonable  
179 travel expenses and other legitimate expenses may be reimbursed upon approval of the Board, in accordance with a policy  
180 on expense reimbursement approved by the Board.

181  
182 **Conflict of Interest.** Whenever a Director has a financial or personal interest in any matter coming before the Board, the  
183 affected person shall fully disclose the nature of the interest and withdraw from any subsequent discussion or voting on the  
184 matter.

185  
186 Participation in discussion or voting by a Director with a potential conflict of interest will be permitted only when a  
187 majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of  
188 meetings at which such votes are taken shall record the rationale for such permission.

189  
190 Before beginning a term of office, each Director shall acknowledge in writing that he or she has read, understands, and  
191 will abide by the provisions of this section. The Secretary shall collect and maintain a permanent record of these  
192 acknowledgements.

193  
194 **6. OFFICERS, EXECUTIVE COMMITTEE**

195  
196 **Officers.** The Officers of the Association are its President, Vice President, Secretary, and Treasurer. As soon as practical  
197 after its election at a Membership meeting, a new Board shall have a Special Organizational Meeting to elect officers from  
198 the Board and organize committees. The outgoing President shall chair this Special Organizational Meeting until a new  
199 President is elected. The new President shall then chair the meeting during the election of the remaining Officers, the  
200 naming of members and chair for Standing Committees, and the establishment of any special committees. Officers shall  
201 serve a one calendar year term or until a successor is duly elected and qualified.

202  
203 No other action may be taken at this Special Organizational Meeting,

204  
205 **Executive Committee.** The Officers shall constitute the Executive Committee of the Board, which is authorized to conduct  
206 the business and manage the affairs of the Association between meetings of the full Board. This Committee shall be  
207 authorized to exercise all of the powers of the Board, to the extent consistent with the established policies of the Board and  
208 as permitted by law. However, the Executive Committee may not reverse any decision made by the full Board. Any action  
209 taken by the Executive Committee shall be reported in writing to the full Board within 48 hours of such action.

210

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

214  
215 **Resignation and Removal.** An Officer may resign his position at any time by giving written notice to the Secretary. Any  
216 such resignation shall take effect on the date when accepted by the Board or at any later time specified therein. An Officer  
217 who resigns his position shall continue to serve as a Director.

218  
219 Any Officer may be removed from their position at any time, with or without cause, by a two-thirds vote of the other  
220 Directors then in office. The Secretary, or an appropriate substitute, shall give the Board Members at least seven days'  
221 notice of the meeting where this vote is to take place.

222  
223 **Vacancy.** In the event of a vacancy in any Office, the vacancy may be filled by a majority vote of the other Directors then  
224 in office.

225  
226 **Duties of the Officers:**

227  
228 **President.** The President shall preside at all meetings of the Board, the Executive Committee, and the Membership,  
229 shall have the general powers and the duties usually vested in the office of a president, shall provide general  
230 supervision, direction, and control of the affairs of the Association, shall provide leadership in setting and pursuing  
231 the mission and goals of the Association, and shall serve as an ex-officio member of all committees (with the  
232 exception of the Nominating Committee), with full voting rights.

233  
234 **Vice President.** In the absence or disability of the President, the Vice President shall, for the period of such absence  
235 or disability, perform all the duties of the President, and shall when so acting have all the powers of and be subject  
236 to all the restrictions upon the President.

237  
238 **Secretary.** The Secretary shall keep a record of the proceedings of all meetings of the Board, the Executive  
239 Committee, and the Membership, and shall make copies of these records available to Members. The Secretary  
240 shall be the custodian of all official Association records. The Secretary shall maintain a Standing Rules book  
241 which documents the resolutions and policies of the Board.

242  
243 **Treasurer.** The Treasurer shall maintain adequate and correct accounts of the properties and financial business  
244 transactions of the Association. The Treasurer shall write checks in payment of all bills and provide a quarterly  
245 financial report to the Board. The Treasurer shall oversee the preparation of the annual budget, including  
246 recommendations for Membership Fee adjustments. The Treasurer shall chair the Finance Committee.

247  
248 **Additional Duties.** In addition to the duties listed above, each Officer shall maintain and update a detailed document  
249 describing their principle activities as an Officer, the resources employed, and the most important issues likely to arise in  
250 the future. Each Officer shall deliver this document to their successor.

251  
252 **7. MEETINGS OF THE BOARD**

253  
254 **Quarterly Meetings of the Board.** There shall be a Regular meeting of the Board at least once per calendar quarter, on  
255 dates and at locations approved by the Board.

256  
257 **Special Meeting.** A Special meeting of the Board may be called either by the President or by written petition of four  
258 members of the Board or by written petition of ten percent of the membership.

259  
260 Any call for a Special meeting shall include an agenda of the items to be considered. Only items on this agenda may be  
261 brought to a vote at this special meeting, however new business may be introduced and deferred for consideration at a  
262 subsequent Board Meeting.

263

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

266  
267 **Meeting Notifications.** Unless otherwise specified in these bylaws, the Secretary shall provide written notification of the  
268 date, time, and place of all meetings to all Board members at least thirty days prior to the date of the meeting.

269  
270 **Quorum.** One third of the members of the Board shall constitute a quorum at any Board Meeting.

271  
272 **Act without Meeting.** The Board may act on any matter without physically meeting, by prior unanimous written consent  
273 of its members, provided that all discussions and voting are held using technology whereby all members can concurrently  
274 hear every other member. Quorum requirements, proxy options, and action restrictions are the same as for a Special Board  
275 Meeting.

276  
277 **8. COMMITTEES**

278  
279 **Function and Limitation of Authority.** A Committee is a small group of individuals who are asked to consider,  
280 investigate, and recommend actions to the Board. A Committee has no authority to take any action on its own, unless  
281 explicitly specified by the Board.

282  
283 **Membership.** The members of any committee are not required to be Members of the Association nor members of the  
284 Board. Unless otherwise specified, the President shall nominate the members of a committee and the chair, provided that  
285 the creation of a committee and appointment of members to it must be approved by a majority of all directors in office at  
286 the time that the action is taken. The President shall be an ex officio member of all committees other than the Nominating  
287 Committee, with full voting rights.

288  
289 **Standing Committees.** A Standing Committee has a continuing existence, and is established to provide the Board with on-  
290 going advice, in the form of recommended actions, regarding certain topical areas. Committee members are asked to serve  
291 until a new Board is elected, and new committee members are appointed.

292  
293 **Nominating Committee.** The Nominating committee is responsible for the long term development of leadership  
294 within the organization, and to provide a slate of qualified candidates for election to the board at each Annual  
295 Membership Meeting, and to recommend qualified replacements for any vacancies that may occur. A Member of  
296 the Association shall be appointed to serve as the chair of the Nominating Committee. The three Regional  
297 Directors and two other members of the Association shall serve as members of this Committee. The President  
298 shall not be a member of this committee.

299  
300 The Nominating Committee shall verify that all Director nominees are qualified, able, and willing to serve if  
301 elected. The Nominating Committee shall nominate a number of candidates which is at least equal to the number  
302 of anticipated vacancies.

303  
304 **Audit Committee.** The duties of the Audit Committee shall be to oversee policy compliance, conflicts of interest,  
305 ethics, and program integrity. They shall select, retain, oversee, and interact with the auditors for the Association.  
306 The Auditors shall report directly to the Board. There shall be an Audit Committee consisting of two members of  
307 the Board and such additional members as may be designated by the Board.

308  
309 **Finance Committee.** This committee shall recommend to the Board policies and actions for the financial  
310 management of the Association's ordinary income, its Life Membership Fund, and any other investment funds.  
311 This committee shall be chaired by the Treasurer. Two additional members of the Association shall serve on this  
312 Committee.

313  
314 **Awards Committee.** This committee shall recommend to the Board candidates for the various recognition awards  
315 provided by these bylaws. The chair of this committee shall be the Vice President. Other members of this

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

318  
319 **Membership Committee.** The Membership Director shall be a member of the Board and chair the Membership  
320 Committee. The Membership Committee shall be responsible for promoting and maintaining the membership,  
321 collecting dues and membership applications, and forwarding all dues to the treasurer and reporting to the Board  
322 on the status of membership. This committee shall recommend to the Board actions which promote the attraction  
323 and enrollment of new members and the retention of existing members. Other members of this committee shall be  
324 the three Regional Directors.

325  
326 **Communications Committee.** The Communications Director shall be a member of the Board and chair the  
327 Communications Committee. The Communications Committee shall be responsible for insuring clear and  
328 consistent communication between the Association and the public and the membership. This committee shall  
329 recommend to the Board actions and policies relative to the Associations communications to the public and to the  
330 membership. This committee shall also have editorial and content oversight of any printed or electronic  
331 communication projects. The Communications Director shall have supervisory responsibilities over any print or  
332 electronic editors. There shall be at least three other members appointed to this committee.

333  
334 **Special Committees.** A Special Committee has a limited existence, and is created to provide the Board with a  
335 recommendation on a very specific, narrow question. A Special Committee shall cease to exist whenever it has reported its  
336 recommendations to the Board.

337  
338 **Meetings of Committees.** A committee shall meet on an as-needed basis, at the call of the chairperson of the committee.  
339 The chairperson shall notify each member of the committee of the date, time, and place of the meeting at least three days  
340 prior to the meeting. The attendance of a majority of the committee members (excluding any ex-officio members) shall  
341 constitute a quorum at any committee meeting, except where a greater number is required by these bylaws. In the absence  
342 of quorum, discussions may be held, but no votes may be taken.

343  
344 **Act without Meeting.** A Committee may act on any matter without physically meeting, by prior unanimous written  
345 consent of its members, provided that all discussions and voting are held using technology whereby all members can  
346 concurrently hear every other member.

347  
348 **9. ASSOCIATION CHAPTERS**

349  
350 **Chapter Formation.** A Tennessee Trails Association Chapter may be established when ten or more members residing in a  
351 geographical area of Tennessee petition the Board and receive their approval. The purpose of each Chapter shall be to  
352 carry out the mission of the Association in its local area. Each Chapter shall report periodically to the Board concerning its  
353 activities.

354  
355 **Chapter Officers.** Chapters shall elect officers as the Chapter deems suitable and necessary, but must have at least a  
356 Chapter Chair, a Chapter Treasurer, and a Chapter Representative to serve on the Board. Elections shall be held at least  
357 annually. Each Chapter may schedule meetings and outings in accordance with the wishes of the majority of members of  
358 each Chapter. All Chapter Officers, and the Board Representative, must be members of the Association.

359  
360 **Operating Expenses.** Chapters shall receive from the Association funds to be used for operating expenses. The amount  
361 provided is determined by the Board, and is based upon the number of members affiliated with each Chapter.

362  
363 Each Chapter shall manage all funds that it receives, submit periodic reports to its members and to the Board and  
364 participate in any audits as requested by the Treasurer of the Association.

365  
366 **Dissolution of a Chapter.** The Board may direct that a Chapter be dissolved. In that event, all money and property in the  
367 possession of the Chapter shall be transferred to the Association.

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

370  
371 **10. AWARDS**

372  
373 **Association Awards.** The Board may designate recipients for the following Awards:

374  
375 **Tennessee Trails Award.** This annual award is presented to an individual or organization for outstanding  
376 contributions to the Association or for the furtherance of trails and natural resource programs and opportunities  
377 within Tennessee.

378  
379 **Bill Stutz Award.** This annual award honors the memory of the late Bill Stutz, past Association member and  
380 beloved hiker. The award shall be presented to an active hiker for his or her individual contribution to the  
381 Association or one of its Chapters.

382  
383 **Bob Brown Lifetime Achievement Award.** This occasional award honors the extraordinary lifetime leadership  
384 and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The award  
385 recognize others for their lifetime leadership and contributions which are deemed equally extraordinary.

386  
387 **Other Awards.** The Board may also establish other recognition programs to commemorate individual or chapter  
388 accomplishments.

389  
390 **11. PARLIAMENTARY AUTHORITY**

391  
392 Robert's Rules of Order shall be the authority for conducting all meetings of the Association. The modified procedures for  
393 small boards shall apply, except that motions shall require a second.

394  
395 In addition, any notification or other writing called for by these bylaws may be made by e-mail.

396  
397 **12. AMENDMENTS**

398  
399 Amendments to these bylaws may be proposed by the Board, or by written petition from ten percent of the membership.  
400 Such amendments shall take effect immediately following approval by a two-thirds majority of the members present at any  
401 Annual Meeting or at any Special Meeting of the membership called for the purpose of considering amendments. Any  
402 proposed amendments shall be distributed to the membership at least 30 days in advance of the meeting at which the  
403 amendments are to be considered.