

**TTA Bylaws, Approved
October 19, 2019**

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 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

226
227 **Duties of the Officers:**

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

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

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

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

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

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

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

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

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

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

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

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

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

277
278 **8. COMMITTEES**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

348 349 **9. ASSOCIATION CHAPTERS**

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

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

360
361 **Chapter Board Representative.** Each chapter shall elect one of its members to serve as their
362 representative on the Association's Board of Directors. This election shall be held annually, and the
363 Chapter Representative shall serve on the Board for one fiscal year. The Chapter Representative must be a
364 member of the Association.

365
366 **Operating Expenses.** Chapters shall receive from the Association funds to be used for operating expenses. The amount
367 provided is determined by the Board, and is based upon the number of members affiliated with each Chapter.

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

371
372 **Dissolution of a Chapter.** The Board may direct that a Chapter be dissolved. In that event, all money and property in the
373 possession of the Chapter shall be transferred to the Association.

374
375 **Chapter Affiliation.** A member of the Association may affiliate with a Chapter without paying any additional dues or fees.

376
377 **10. AWARDS**

378
379 **Association Awards.** The Board may designate recipients for the following Awards:

380
381 **Tennessee Trails Award.** This annual award is presented to an individual or organization for outstanding
382 contributions to the Association or for the furtherance of trails and natural resource programs and opportunities
383 within Tennessee.

384
385 **Bill Stutz Award.** This annual award honors the memory of the late Bill Stutz, past Association member and
386 beloved hiker. The award shall be presented to an active hiker for his or her individual contribution to the
387 Association or one of its Chapters.

388
389 **Bob Brown Lifetime Achievement Award.** This occasional award honors the extraordinary lifetime leadership
390 and personal contributions of Bob Brown to hiking and conservation in the State of Tennessee. The award
391 recognize others for their lifetime leadership and contributions which are deemed equally extraordinary.

392
393 **Other Awards.** The Board may also establish other recognition programs to commemorate individual or chapter
394 accomplishments.

395
396 **11. PARLIAMENTARY AUTHORITY**

397
398 Robert's Rules of Order shall be the authority for conducting all meetings of the Association. The modified procedures for
399 small boards shall apply, except that motions shall require a second.

400
401 In addition, any notification or other writing called for by these bylaws may be made by e-mail.

402
403 **12. AMENDMENTS**

404
405 Amendments to these bylaws may be proposed by the Board, or by written petition from ten percent of the membership.
406 Such amendments shall take effect immediately following approval by a two-thirds majority of the members present at any
407 Annual Meeting or at any Special Meeting of the membership called for the purpose of considering amendments. Any
408 proposed amendments shall be distributed to the membership at least 30 days in advance of the meeting at which the
409 amendments are to be considered.