

1 Name

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

2 Purpose

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

3 Membership and Dues

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

4 Meetings and Voting

There shall be an annual meeting of the general membership, at a time and place to be approved by the Board of Directors, for the purpose of electing officers and receiving reports from the Board, Chapters and Associate Organizations. The annual meeting will be hosted by individual Chapters, as determined by the Board of Directors. Special meetings of the membership may be called by the Board of Directors. The members present at any annual or special meeting shall constitute a quorum, if at least ten percent of the membership is present, as determined by the membership director. Each member who is present shall have one vote, except that purchasers of family memberships shall have one vote for each adult family member who is present, up to a maximum of two votes. Any proposal submitted to the membership shall be passed by the affirmative vote of a majority of those present.

There shall be a quarterly meeting of the Board of Directors, on dates to be set by the president. Such meetings require written announcements to all Board members at least 30 days in advance. The members of the Board of Directors present, or represented by proxy, at any quarterly or special meeting shall constitute a quorum, provided that this includes at least one third of the directors in office immediately before a meeting begins. Special meetings of the Board of Directors shall take place either pursuant to resolution of the Board or as called by the president.

The Board of Directors may act on any matter without meeting by unanimous written consent of its members, on any proposal submitted to the Board by the president or vice-president.

Any notice or other writing called for by these bylaws may be made by e-mail.

5 Officers

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

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

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

president.

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

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

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

In addition to the duties listed above, each officer shall maintain and update a detailed document describing the officer's principle activities as an officer, the resources employed and the most important issues that are likely to arise in the future. The officer shall deliver that document to the officer's successor.

Officers of the Association shall receive no compensation for their services and duties. Reasonable travel expenses and other legitimate expenses may be paid upon approval by the Board of Directors.

6 Board of Directors

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

Members of the Board shall receive no compensation for their services and duties.

7 Committees

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

There shall be a standing nominating committee, consisting of the two immediate past presidents and one other person, appointed by the president, who is not an elected officer or director-at-large. The most recent past president shall chair this committee. The nominating committee shall be responsible for presenting a slate of candidates for elected officers and directors-at-large to the membership at each annual meeting, and for identifying candidates to fill any interim board vacancies.

The president shall appoint such other committees as deemed necessary from time to time.

8 Awards

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

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

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

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

9 Chapters

Five or more members residing in any area of Tennessee may form a Chapter of the Tennessee Trails Association upon receiving prior approval of the Board of Directors. The purpose of each Chapter shall be to carry out the mission of the Association in its local area. Each Chapter shall designate a member of the Association to serve on the Board of Directors. Each Chapter shall report periodically to the Board of Directors concerning its activities.

Chapters may elect officers, as the Chapter deems suitable and necessary, and may schedule meetings and outings in accordance with the wishes of the majority of members of each Chapter. All Chapter officers must be members of the Association.

Any member of the Association may affiliate with a Chapter without paying any additional dues or fees. Chapters will receive operating expenses as determined by the Board of Directors, based approximately upon the number of members affiliated with each Chapter. Each Chapter shall manage funds that it receives, submit periodic reports and, if directed by the Board of Directors, schedule outside audits in a manner that is approved by the treasurer of the Association.

The Board of Directors may direct that a Chapter be dissolved. In that event, all money and property in the possession of the Chapter shall be transferred to the Association or distributed in such manner as the Board decides.

10 Associate Organizations

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

An Associate Organization shall clearly and fully disclose its relationship to the Tennessee Trails Association in any promotional or informational material, regardless of media.

An Associate Organization may have its own bylaws, which shall be subject to approval by Tennessee Trails Association. As specified in its bylaws, an Associate Organization may have its own members and shall determine its own organizational and leadership structure. All officers must be members of Tennessee Trails Association. The president of Tennessee Trails Association shall be an ex officio member of any governing body.

An Associate Organization may seek its own financial support to carry out its mission, except that an Associate Organization may not borrow money. An Associate Organization shall manage funds that it receives, submit periodic reports, and participate in outside audits in a manner as directed by the treasurer of Tennessee Trails Association.

The Board of Directors of Tennessee Trails Association may delegate additional authority to an Associate Organization, including the authority to make personnel decisions, to enter contracts, to open bank accounts, to settle claims, or any other authority deemed prudent by the Board. The Board may also impose such conditions or limitations on any delegation as it deems to be prudent.

The Board of Directors of Tennessee Trails Association may dissolve an Associate Organization when its mission is completed, or for other causes. In that event, all money and property in the possession of the Associate Organization shall be distributed in a manner supportive of the original mission of the Associate Organization.

11 Liability

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

12 Amendments

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