

Bylaws of the Benton MacKaye Trail Association, Inc.
As Amended November 8, 2008

ARTICLE I. NAME, PURPOSE, STATUS

Section 1. NAME.

The name of this Association shall be BENTON MACKAYE TRAIL ASSOCIATION, INC., hereinafter "the Association."

Section 2. PURPOSE.

The Association was organized for the following charitable and educational purposes: to construct, maintain and protect the proposed Benton MacKaye Trail; to inform (by printed newsletter, brochure, correspondence, guidebook, map, and other means) its members and the general public of opportunities for outdoor recreation and public service; to conduct workshops, seminars and work trips to foster skills in trail construction and maintenance; to promote hiking, camping and a wilderness experience in the Southern Appalachian Mountains; to instill in its members and the general public a conservation ethic.

Section 3. TAX EXEMPT STATUS.

The Association is organized as a non-profit tax exempt charitable and educational organization intended to qualify as such under the applicable provisions of the United States Internal Revenue Code, Section 26-501c(3) and related sections.

Section 4. MANAGEMENT OF THE ASSOCIATION.

The Board of Directors, hereinafter the "Board," shall be the managing board of the Association as set forth in Article IV.

ARTICLE II. MEMBERSHIP.

Section 1. QUALIFICATIONS FOR MEMBERSHIP.

Any person who agrees with the purpose and objectives of this Association may become a member by completing an application and paying the dues required for the desired category of membership.

Section 2. CATEGORIES OF MEMBERSHIP.

Membership in the Benton MacKaye Trail Association shall consist of the following classes:

- a. Individual members shall be those persons who have made application and paid membership dues for the current year.
- b. Family members shall be those who qualify for individual membership and who pay total membership dues of an amount less than that for two individual members. A family unit will receive one newsletter.
- c. Student members shall be those persons who qualify for individual membership who are also full time students in an accredited institution. Student dues shall be set by the Board at an amount less than an individual member's dues.
- d. Retired members shall be those persons, age 60 or older, who qualify for individual membership and who have retired from full-time employment. Dues for retired members shall be set by the Board at an amount less than an individual member's dues.

e. Life members shall be those persons who qualify for individual membership and who pay a one-time fee as set by the Board.

f. Corporate members shall be businesses or other organizations which support the purpose and objectives of the Association. Corporate dues shall be set by the Board.

g. Honorary members shall be those persons who have preeminently distinguished themselves in furthering the work of the Association and who have been selected by the Board, provided that the total number of honorary members shall never exceed 2% of the number of the voting members and provided further that not more than one honorary member shall be elected in any one fiscal year. Honorary members shall pay no dues.

h. Other. Other categories of membership shall be established as deemed appropriate by the Board.

Section 3. DUES.

All members of the Association with the exception of Honorary and Life Members shall be liable for payment of annual dues, as fixed and established by the Board.

Section 4. TERMINATION OF MEMBERSHIP.

Termination of membership shall occur in any of the following circumstances:

a. Resignation. Any member may resign at any time. No reimbursement for the remainder of any fiscal year's dues shall be made upon such resignation. Any member who resigns may be reinstated by reapplying pursuant to the provisions of this Article.

b. Failure to pay dues. Any member who fails to pay dues within 90 days of the end of the fiscal year shall be automatically terminated as a member of the Association. Membership may again become available by complying with the other provisions of Article II, Section 1.

c. Violation of Bylaws and rules. Violations of the Bylaws and rules of the Association may subject a member to expulsion. The member will be furnished a written statement of charges not less than two weeks prior to a meeting of the Board at which the expulsion is to be considered. The member may show cause in person or in writing as to why he/she should not be expelled. A two-thirds vote of the Board is required for expulsion.

Section 5. VOTING PRIVILEGES OF MEMBERS.

There shall be one vote for each Individual, Life, Student, Retired and Honorary Membership. There shall be one vote for each adult member of a Family Membership. There shall be no vote for a Corporate Membership.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING.

The annual meeting of the Association shall be held at a time during the months of October or November as determined by the Board. The date, location, and selection of the meeting facility shall be made at least ninety (90) days prior to the meeting. Notice of the meeting shall be sent to all members ninety (90) days prior to such meeting. A notice in the Association's newsletter shall constitute valid notice, provided the newsletter is mailed at least sixty (60) days prior to the meeting. There shall be no proxy voting at annual meetings.

Section 2. SPECIAL MEETINGS.

A special meeting of the membership may be called by the President, a majority of the Board or 20% of the voting membership by written notice to the membership mailed not less than fifteen (15) days in advance of such meeting. A notice in the Association's newsletter shall constitute valid notice. Such notices shall be furnished to all members, shall state the purpose or purposes of the proposed meeting and shall state the time and place of the meeting. The agenda for such

meetings shall be limited to the purpose(s) for which the meeting was called. There shall be no proxy voting at special meetings.

Section 3. QUORUM.

Twenty-five (25) members or 10% of the voting membership (whichever is smaller) shall constitute a quorum. The presence of a quorum is required for the adoption of any motion or an amendment to the Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. MANAGEMENT OF THE ASSOCIATION.

The Board (aka Board of Directors, see Article I, Section 4) shall be the managing board of the Association; it shall control all expenditures and property of the Association, fill vacancies in the Board until an election is held, and act for its interests in any way consistent with these Bylaws; but shall have no power to subject the Association to any liability beyond the amount of the corporate funds.

Section 2. BOARD MEMBERSHIP AND THE BOARD EXECUTIVE COMMITTEE.

The Board shall consist of seventeen (17) members, thirteen (13) of whom shall be elected by the membership at its annual meeting, three (3) of whom shall be appointed by the President, and the Immediate Past President. The elected Directors are as follows: President, Vice President, Secretary, Treasurer, Trail Construction Director, Georgia Maintenance Director, Tennessee-North Carolina Maintenance Director, Smokies Coordinator, Newsletter Editor, Membership Director, Publicity Director, Conservation Director, and Hiking Director. The three appointed members are State Representatives. The Immediate Past President is the person who served in that office immediately prior to the current President. All members of the Board, either elected or appointed, must be members of the Association.

Section 3 THE EXECUTIVE COMMITTEE

The Board Executive Committee, consisting of the President, Vice President, Treasurer, and Immediate Past President, shall act on behalf of the Board between meetings when time does not permit a consultation with the full Board. The President plus two members of the Executive Committee must support an action for it to pass. Decisions of the Executive Committee shall be placed before the full board for approval or reversal at the next meeting of the Board or by email vote. Reversal of an Executive Committee decision requires a two-thirds majority vote of the Board.

Section 4. TENURE IN OFFICE.

Directors are elected or appointed for terms of one (1) year and may be re-elected or re-appointed. However, Directors, either elected or appointed, who are serving their fifth consecutive term in the same position at the time of election, may not be either elected or appointed for a sixth consecutive term in that position. Elected directors shall take office at the close of the annual meeting.

Section 5. DUTIES OF DIRECTORS

Specific Directors shall have the following duties:

a. The President shall be the chief executive officer of the Association and shall be responsible for the administration of the Association including general supervision of the policies and programs adopted by the Board. The President shall act as spokesperson for the Association, shall preside at all Board and General Membership meetings and shall appoint committees of the

Association as necessary or appropriate. The President shall be an ex officio member of all committees. The President shall initiate an annual audit as specified in Article VII, Section 6 of these Bylaws. The President shall have additional powers as may be conferred by the Board and shall have all other powers as ordinarily accompany the office of President.

b. The Vice President shall succeed the President for the duration of the President's un-expired term in office in case of the President's disability, resignation or death. In the absence of the President, the Vice President shall chair the Board meetings, and special membership meetings. The Vice President shall assist the President in the administration of the Association and shall carry out such other duties as assigned by the President. The Vice President, in consultation with the President and Board, shall be responsible for initial action to meet the deadlines for the Annual Meeting. Subsequently the Vice President may choose another person to carry out the details and to chair the Annual Meeting planning.

c. The Secretary shall be responsible for keeping all records, minutes and correspondence of the general and special membership meetings and meetings of the Board.

d. The Treasurer shall be custodian of all funds of the Association, shall be accountable to the President and Board, and shall make disbursements as authorized by the President or Board. The Treasurer shall submit written reports of the finances at the annual meeting of the Association, at each of the regular quarterly meetings of the Board, and as requested by the President and Board.

e. The Trail Construction Director shall have oversight responsibilities for new trail design and construction including obtaining Forest Service review and approval prior to trail construction, preparing and updating a five year plan for trail construction, educating the general membership by workshops and demonstrations, and implementing the Association's trail construction outings by working with the assigned trip leaders.

f. The Georgia Maintenance Director shall have oversight responsibilities for the existing Benton MacKaye Trail in the state of Georgia, including springs, shelters and other structures. These duties shall include developing and implementing a system for trail monitoring; assistance with any plans to provide for adequate signing of the trail, managing the assigned trail section maintainers, and planning, in conjunction with the assigned monthly trip leaders, those trips designated for trail maintenance.

g. The Tennessee-North Carolina (TN/NC) Maintenance Director shall have oversight responsibilities for the existing Benton MacKaye Trail between the Georgia state line and the Great Smoky Mountains National Park, including springs, shelters and other structures. These duties shall include developing and implementing a system for trail monitoring, assistance with any plans to provide for adequate signing of the trail, managing the assigned trail section maintainers, and planning, in conjunction with the assigned monthly trip leaders, those trips designated for trail maintenance.

h. The Smokies Coordinator shall work closely with the Backcountry Coordinator of the Great Smoky Mountain National Park, or other designated official, to determine appropriate maintenance work for the BMTA and coordinate BMTA members' efforts to complete that work.

i. The Newsletter Editor shall edit, publish and mail the Association's monthly newsletter. Before any issue of the newsletter is sent to the printer, the proposed publication must be reviewed and approved by at least two of the following: President, Vice President, a past President designated by the current President.

j. The Membership Director shall answer inquiries regarding membership information, shall advise and assist new members, and shall maintain records of membership.

k. The Publicity Director shall work with the media and other organizations on publicity for the Association and, with Board approval, shall coordinate design and production of general publications (flyers, brochures, etc.) and displays.

l. The Conservation Director shall monitor conservation issues, including, but not limited to Forest Service and National Park Service special use permits, scoping notices and similar publications that have bearing on the Benton MacKaye Trail, shall report such issues to the Board, shall inform the membership of such issues, and shall assist the Board in forming policy responses to these issues.

m. The Hiking Director shall promote the healthful and responsible use of trails and chair the Hiking Committee, which shall organize and maintain an outings schedule, including the identification of hike leaders and destinations, hike announcements and write-ups.

n. The three State Representatives, appointed by the President, shall carry out those duties and responsibilities as assigned by the President.

o. The Immediate Past President shall provide assistance and information to the Board concerning on-going activities of the Association, shall, if requested, provide advice to the incoming President, and shall assist in such committees and activities as requested by the Board.

Section 6. VOTING AND QUORUM.

a. Each member of the Board shall have one vote, and unless otherwise indicated in other sections of these Bylaws, resolutions and motions shall be adopted by a simple majority vote of the members in attendance. Fifty-one percent (51%) of current Board members shall constitute a quorum.

b. The Board may at the discretion of the President, vote on a proposal or proposals by email or other electronic means, provided no member of the Board objects to such a vote and provided the proposal(s) has (have) been circulated for consideration and discussion at least 48 hours in advance of the vote. The President shall report the results of such votes to the entire Board as soon as practical. Minutes of such meetings and votes must be maintained and submitted for approval at the next Board meeting.

Section 7. MEETINGS.

a. The Board shall have a minimum of one meeting each quarter of the calendar year to consider the business of the Association. Special meetings of the Board may be called by the President at any time upon five (5) days advance notice or upon shorter notice with the consent of all Board members. Special meetings may also be called upon written request of a majority of the Board. The purpose of specially called meetings shall be stated. No business shall be transacted other than that set forth in the notice.

b. The Board and any of its committees may meet by telephone conference or other electronic media so long as a two-third majority agree to do so and a quorum of Board or committee members participate. Minutes must be kept and circulated for review and approval as with regular meetings.

Section 8. RESIGNATION AND VACANCIES.

Any member of the Board may resign by submitting written intent of resignation to the President and to the Secretary. Vacancies created for any reason shall be filled by a majority vote of the Board convened.

Section 9. ELECTION PROCEDURE.

At least 90 days before the Annual Meeting, the President shall present to the Executive Committee for approval nominees for a Nominating Committee, consisting of at least three members of the Association and including a resident from at least two of the three states through which the trail passes. The President shall designate the Chair of the Nominating Committee. At least 60 days before the annual meeting the Nominating Committee shall publish a list of nominees. The Nominating Committee shall present a list of nominees for election to the membership at the Annual Meeting; such nominations shall

not preclude nominations from the floor at the time of the election with the prior consent of the nominees. Election may be by secret or voice vote. The order of balloting shall be for the positions of 1) President, 2) Vice President, 3) Secretary, 4) Treasurer, 5) Trail Construction Director, 6) Georgia Maintenance Director, 7) TN-NC Maintenance Director, 8) Smokies Coordinator, 9) Newsletter Editor 10) Membership Director, 11) Publicity Director, 12) Conservation Director and 13) Hiking Director. A candidate receiving a majority of the votes cast for an office shall be declared the winner for the office. In the event of a tie, re-balloting shall occur.

Section 10. EXPULSION.

Any member of the Board may be removed by a majority vote of the entire Board. Board members shall be expected to attend all regular and called meetings of the Board. Should any member of the Board fail to attend three (3) consecutive meetings, a vacancy may be declared by a majority vote of the entire Board, and a successor may be appointed as provided in these Bylaws.

Section 11. ORIENTATION

Each year the Immediate Past President, or another person appointed by the President, shall organize and conduct, or have conducted, an orientation session for new Board members and those chosen since the last orientation to fill any unexpired terms. When feasible the orientation shall take place between the fall election and the conclusion of the day of the new year's first Board meeting. Association goals, history, bylaws, calendar, duties, management partners, etc., shall be presented.

ARTICLE V. COMMITTEES.

Section 1. ORGANIZATION.

Special committees may be appointed at the discretion of the President or the Board and shall carry out such work as designated. Special committees are intended to be temporary, for a specific purpose, and shall cease to exist once the purpose has been fulfilled.

Section 2. DUTIES.

The duties of all committees will be defined by the President or the Board. Committees shall report to the Board upon request and shall make annual reports as requested by the President or the Board.

Section 3. COMMITTEE MEMBERSHIP.

Members of special committees shall be appointed by the respective committee chair subject to approval by the President.

ARTICLE VI. ADOPTION AND AMENDMENT OF THE BYLAWS

Section 1. ADOPTION.

These Bylaws shall become effective on the date of their ratification by a majority vote of the active members of the Association in person at a meeting called for the purpose of voting.

Section 2. NOTIFICATION OF MEMBERSHIP.

A copy of these Bylaws shall be distributed to the membership thirty (30) days prior to the date of the meeting at which the vote shall be taken. They shall be accompanied by a recommendation from the Board. In the event any Director disagrees with the Board recommendation, that Director shall have the right to write a minority report which shall also be distributed to the membership.

Section 3. AMENDMENT.

These Bylaws may be amended by a majority vote of the membership present at any annual meeting or any a meeting called for the purpose of amending the Bylaws. Amendments may be proposed by any four members of the Board or by 10% of the dues paying members of the Association. All proposed amendments shall be submitted in writing to the Board who shall in turn submit them, with the recommendations of the Board, to the membership. The membership shall be informed of any proposed amendment no less than thirty (30) days prior to the vote to amend the Bylaws.

Section 4. DISTRIBUTION.

Within 10 days of ratification and thereafter, a copy of these Bylaws shall be made available on the Association's website.

ARTICLE VII. MISCELLANEOUS.

Section 1. RULES OF ORDER.

The current edition of Robert's Rules of Order shall be the rules of order for the transaction of all business before any body of this Association.

Section 2. POLITICS.

This Association shall make no public statement or pronouncement of political endorsement of any candidate for any political office, and shall not engage itself, either as a result of any member, officer or representative of the Association, in any activities which would in any way affect or otherwise subject the Association to loss of non-profit tax exempt charitable and educational status enjoyed by the Association under the Internal Revenue Code.

Section 3. PUBLIC STATEMENTS AND PUBLICATIONS

a. No individual Board member shall make any statement of policy in the name of the Association unless specifically authorized to do so by the President or the Board.

b. Before any issue of the newsletter is sent to the printer or major alteration is posted to the website, the proposed publication must be reviewed and approved by at least two of the following: President, Vice President, a past President designated by the current President..

Section 4. SEAL.

The seal of the Association shall be in such form as adopted by the Board.

Section 5. FISCAL YEAR.

The fiscal year of the Association shall be from January 1st to December 31st of each year.

Section 6 ANNUAL AUDIT

The President shall initiate an annual audit of the financial records after year's end. The auditing may be done by either an individual or a group, and the auditor(s) should have no familial or close personal relation with the Treasurer. Auditors are appointed by the Board Executive Committee. Where needed, an unannounced audit may be performed.

Section 7. THE WEBSITE AND WEBMASTER

The Association's website is a vital means of communication to our members, to users of our trail and to our partner organizations. The Webmaster is responsible for the design and maintenance of the website, including keeping it up-to-date. The Webmaster is named by majority vote of the

Board. The Webmaster reports directly to the President, and is not a voting member of the Board, though he/she is welcome to attend and participate in Board meetings. The Webmaster may make routine changes to the website at his/her discretion, though the Webmaster should inform the President of such changes. The Webmaster should seek the President's prior approval for significant changes. The President, in turn, should seek the approval of the Board by majority vote if he/she is not confident that the proposed changes will have the consensus support of the Board. Any two Board members may question a President's decision to approve a major change without a vote, and may demand a vote on the issue. The Webmaster's term has no fixed limit. The Webmaster may be removed at any time by a majority vote of the Board.