

BYLAWS

Article 1

1. Name

The name of this organization shall be the "Foothills Trail Conference, Inc.", referred to herein as the "Conference" or the "FTC".

2. Purpose

The purpose of the organization shall be to construct, maintain and promote a connected trail, to be called the Foothills Trail, that shall run as far as practicable over the summits and through the wild lands of the southern Appalachian Mountains.

3. Trail Utilization

The trail shall be for the use and benefit of the general public.

Article 2

1. Membership

Membership in the conference shall be offered to the general public upon such terms and conditions as are set from time to time by the Board of Directors. Membership shall consist of the following categories:

- a. Individual (Persons paying annual dues as set by the Board of Directors)
- b. Life (Persons paying lifetime dues as set by the Board of Directors)
- c. Family (Families consisting of up to two adults and children under the age of eighteen (18) residing in the same household paying annual dues as set by the Board of Directors).

2. Additional Membership Categories

The Board of Directors may establish or recognize additional categories of membership from time to time upon such terms and conditions, as the Board of Directors may deem appropriate. Such categories may include, but are not limited to, group membership, landowner membership, and honorary membership and charter membership.

3. Dues:

The amount of dues shall be set, established and adjusted by the Board of Directors from time to time at its discretion.

4. Voting

privileges of members: Members of the Conference shall be entitled to vote on business matters presented in accordance with the bylaws. Life and individual adult members, over the age of (18) years of age, shall have one (1) vote each. In the family category, adults over the age of eighteen (18) years, but not more than two (2) adults per household, shall have one (1) vote each. Members under the age of eighteen (18) shall not be entitled to vote.

Article 3

1. Board of Directors (Board):

The affairs and business of the Conference and the management of the trail shall be vested in the Board of Directors. The Board shall be elected by the Conference membership in accordance with the bylaws.

2. Number of Board Members:

The board shall consist of fifteen (15) persons, of which the majority present or participat-

ing shall constitute a quorum and a majority vote thereof shall carry. The Board may conduct business by meeting in person, by written means, by electronic means, by telephone means or any other combination of means of communication at the discretion of the board.

3. Composition and terms of service:

The Board shall consist of fifteen (15) seats, numbered for identification, staggered and rotated so that three (3) seats expire each year over a five (5) year period. Terms shall coincide with the calendar year and consist of five (5) years. The maximum number of consecutive terms that a board member shall serve shall be three (3) terms (15 years).

4. Extension of terms:

The Board may waive the three (3)-term limitations and extend the term of any board member whose continued service is deemed essential for not more than two (2) additional terms of service. Such waiver shall be made only by a 4/5th (12 of 15) super majority vote.

5. Provisions for board members serving at the time of adoption of the bylaws:

The board members serving at the time of the adoption of the bylaws shall establish and implement board assignments so that the numbered rotation system is effective by January 1, 2007.

6. Board Meetings:

The Board shall meet regularly in January, March, May, August, September and October of each year at such locations that are deemed appropriate by the Board and may meet at other times and locations as may be deemed advisable by the chairperson. The Board shall publish a schedule (calendar) of the year's Board meetings during January of each year.

7. Vacancies and provisions for interim board service.

Vacant seats on the Board caused by resignation, removal or death may be filled by the Board for the unexpired term.

8. Emeritus Board Members:

The Board may recognize former board members as lifetime emeritus board members who shall be entitled to the privileges of board membership but shall not be entitled to vote.

Article 4

1. Board Responsibilities:

Members of the Board shall be expected to attend all Board functions and to actively participate in the activities of the Conference beyond mere policymaking and administration.

2. Removal of Board Members:

The Board may remove a Board member for cause, including conduct that is contrary to the interests of the Conference or for lack of participation in Board activities. Absence from three (3) consecutive board meetings or other lack of participation in Board or Conference activities shall be considered cause for removal and the Board may by super majority vote of 2/3rd (10 of 15) terminate said board membership.

Article 5

1. Board Officers:

The activities of the Board shall be directed by its officers. Any member of the Board, excluding emeritus members, shall be eligible to serve as an officer. The officers shall consist of a chairperson, two vice chairpersons, a secretary and a treasurer elected by the board from the board membership.

2. Election of officers:

Officers shall be elected at the first board meeting following the annual conference meeting. Terms shall coincide with the calendar year and may be consecutive.

3. Officer vacancy:

In the event of the resignation, removal or death of an officer, the Board may elect an interim officer to serve the unexpired term.

4. Officer functions:

Chairperson: The chairperson shall preside at meetings of the Board and at meetings of the Conference. The chairperson shall communicate with the board and the general membership and otherwise generally carry out the purpose of the Conference.

Vice Chairpersons (first and second): The vice-chairpersons shall assist the chairperson and preside in the absence of the chairperson.

Treasurer: The treasurer shall maintain accounts of receipts and disbursements, shall report regularly to the Board and the Conference on the financial matters and otherwise perform the usual duties of said office.

Secretary: The secretary shall maintain the minutes of the board meetings and conference meetings, along with records of board member terms, conference functions and other matters of record keeping. The board may employ an administrative assistant and these functions may be delegated by the secretary to the assistant. The secretary shall supervise these functions as an officer of the Board.

Article 6

1. Committees:

The chairperson may appoint such committees as may be deemed necessary to carry out the purpose and functions of the Conference, including but not limited to finance, nominations, membership, trail maintenance, public relations, outings, newsletters, website, trail services, landowner contacts and personnel. The committees shall be comprised of members of the Board or Conference.

2. Procedure for Board Nominations:

(a) A nominating committee consisting of three (3) or five (5) board members shall be appointed by the chairman, for the purpose of seeking qualified board candidates. The nominating committee shall allow conference members, in addition to board members, to make recommendations and to thus participate in the selection of board candidates.

(b) In addition to making recommendations to the nominating committee, conference members may make nominations by filing a document, bearing signatures of at least ten (10) members, with the nominating committee at least six weeks prior to the annual meeting.

(c) The nominating committee shall publish the names of all the nominees prior to the annual meeting, present the nominees for the vacant numbered seats at the annual meeting and distribute ballots at the annual meeting. Subsequent to the voting, the nominating committee shall count and tabulate the vote and immediately publish the results.

Article 7

1. Administrative Assistant(s):

The Board is authorized to employ an administrative assistant(s) and such other personnel as may be necessary to assist in the functions and administrative responsibilities of the

Board.

2. Contracts:

The Board shall have the sole and exclusive authority to enter into contracts on behalf of the Conference and to legally obligate and bind the Conference.

Article 8

1. Conference Meetings:

The Conference shall hold regular annual meetings at such times and places as determined by the board. Special Conference Meetings may be called by the Board at other times and places. In conjunction with the annual meeting(s) and special meeting(s), the Board shall report about the status and business affairs of the Conference and the membership shall vote on matters presented by the Board in accordance with the bylaws.

2. Representation at Conference meetings:

Individuals entitled to voting privileges, as stated in article 2, shall be authorized to vote at conference meetings for directors and upon such other matters as may be presented by the Board.

3. Voting:

Voting at the annual Conference meeting shall be by written ballot. A majority vote of the members present and voting for the Board seats and for other matters shall carry.

Article 9

1. Source of operating funds:

The Board is authorized to seek and accept funding from any source including, but not limited to, public and private grants, donations, contributions, sale of merchandise, fees and membership dues, providing such funding does not jeopardize the tax-exempt status of the Conference.

2. Assets Management:

The assets of the Conference shall be managed and accounted for by the Board in accordance with generally accepted accounting practices.

3. Fiscal Year:

The fiscal year of the Conference shall be determined by the treasurer, subject to approval of the Board.

Article 10

1. Rules of Order:

Unless otherwise specified and authorized herein, board meetings, committee meetings and Conference meetings, shall be conducted in accordance with Roberts Rules of Order.

Article 11

1. Limitation on Authority:

No individual, officer, board member, conference member, employee or representative shall bind the conference to any contract or constitute an expression of policy unless such matter has been expressly approved or ratified by the Board.

2. Registered Agent:

The Board shall designate an officer to be the registered agent of the Conference in accordance with applicable state law.

Article 12

1. Procedure for the amendment of bylaws:

Amendment of the bylaws may be proposed by either of the following:

- a. The Board of Directors
- b. Petition bearing signatures of at least (30) members

2. Amendment Petition:

The Proposed amendment petition shall be submitted to the Board in writing at least six (6) months prior to the annual Conference meeting. Properly proposed amendments shall be published by the Board prior to the annual meeting.

3. Voting:

Voting at the annual Conference meeting shall be by ballot of members having voting privileges. A three fourths (3/4ths) affirmative vote of the members present and voting shall make the proposed amendment effective beginning January 1st of the next calendar year. Article 14 1. Dissolution: The Conference may be dissolved pursuant to the procedure for amendment of bylaws set forth in Article 13. 2. Liquidation: In the event of dissolution, the assets of the Conference shall be distributed in accordance with applicable state and federal law. Adopted November 4, 2006 at the Annual Conference Meeting.