

Bylaws of the Great Eastern Trail Association

Article I: Name and address

Name: the name of this organization is the Great Eastern Trail Association (henceforth the Association).

Address: is the law offices of Sloan and Swedish, 107 Pleasant Street, Vienna, VA 22180, and the address of the current secretary

Article II: Purpose

The Association is organized to:

- Conceive, create, build, develop and promote the Great Eastern Trail.
- Educate the public in the use and appreciation of the Great Eastern Trail and all aspects of its natural surroundings.
- Engage in any other lawful activity consistent with the above purposes.

Article III: Membership

The Association has two classes of members:

Organizations that are involved in building and maintaining the trail, or subscribe to its purposes. As of the date of incorporation (August 10, 2007) those organizations are:

- Alabama Hiking Trails Society
- Alabama Trails Association
- Cumberland Trail Conference
- Friends of Green Ridge State Forest, Maryland
- Finger Lakes Trail Conference
- Georgia Pinhoti Trail Association
- Mid State Trail Association
- Pine Mountain Trail Conference
- Potomac Appalachian Trail Club
- Standing Stone Trail Club, Incorporated
- West Virginia Scenic Trails Association

Advisory members (see below)

Article IV: Organization

The Great Eastern Trail Association consists of the member clubs and a Board of Directors. Each club has one voting seat and one alternate seat on the Board. It is the sole responsibility of each club to designate a member and an alternate, whose names are

recorded with the secretary. When a vacancy occurs, the club in question fills the vacancy and informs the secretary.

There are four officers: President, Vice President, Secretary and Treasurer. These officers, plus anyone appointed by the president and confirmed by the Board of Directors, constitute the executive committee. The executive committee sets the agenda for all meetings of the Association.

The Association may also consist of advisory members, without vote. Advisory members are normally professional staff members from government or private partners, but do not have to be – they can be anyone who brings expertise to the endeavor. They are appointed by a majority vote of the Board, and approved by the Board, and may attend meetings along with regular Board members.

The duties of the officers are as follows:

1. The President presides at all meetings of the Board of Directors. The President has the general powers and duties usually vested in the office of president of a non-profit corporation, including the appointment of committees as may be deemed appropriate or as the Board may authorize. Chairmen of all standing or temporary committees are appointed by the President. The President calls meetings of the Board in coordination with other members of the executive committee.
2. The Vice President works in cooperation with the President in the exercise of the powers and duties of the President as the President may request from time to time, and acts in place of and for the President in the event of the latter's absence.
3. The Secretary makes and circulates a written record of the Board meetings. The Secretary notifies Board members of scheduled meetings and performs such other duties as are usually incident to the office or as the Executive Committee shall from time to time prescribe.
4. The Treasurer has custody of all funds of the Association and deposits the same in such bank or financial institutions as the Executive Committee may choose; collects income; signs all checks, drafts, notes, and orders for the payment of money; and pays out and disposes of the same under the direction of the Executive Committee. The Treasurer shall also keep books and accounts open to any Board member and shall be prepared to give financial reports as the Board may require.

Article V: Elections

The officers are elected biennially by the Board of Directors from its own number, and serve two year terms. The initial election is in 2007, and thenceforth in odd-numbered years, with terms to begin on January 1 of even-numbered years. The President may

appoint a nominating committee in the summer of odd-numbered years, unless the Board by majority vote believes this to be unnecessary.

Article VI: Meetings

The Board meets at the call of the president. Meetings can be in person or by conference call. Voting, in the case of in-person meetings, is by a show of hands, and a majority vote is required for actions. When the meeting is by conference call, votes are cast by email. The Secretary records all votes.

Article VII: Authorities

The Association:

- Certifies segments of the Great Eastern Trail.
- Conducts affairs with partners and stakeholders, both public and private.
- Makes recommendations about logos, signage, blazing, user groups, maintenance standards, and other matters that pertain to the Trail.
- Conducts public affairs that pertain to the Trail as a whole. Only the Board has authority to conduct such affairs.
- Adopts broad conceptual documents (such as the Great Eastern Trail Concept Plan) as the official statement of the Association.
- Manages the website (greateastertrail.org) and makes policies therefore.

The above authorities are not intended to usurp the decision-making authority of each maintaining club regarding its own trail segment. If a maintaining club makes policies that conflict with Board policy, the matter is resolved at the Board level through negotiation. The only recourse of the Board is to de-certify a trail segment.

Article VIII: Execution of Documents

All official documents such as contracts, liability agreements, powers of attorney, or others endorsed by the Board are signed by the president and other officers at the discretion of the president.

Article IX: Fiscal Year

The fiscal year of the Association shall be the calendar year.

Article X: Prohibition Against Sharing and Earnings

No Board members or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this does not prevent the payment of any such person of reasonable compensation for services rendered to or for the Association in carrying out any of its tax exempt purposes; and no

such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association.

Article XI: Prohibited Activities

Notwithstanding any other provisions of these guidelines, no member, officer, employee, director, or representative of the Association may take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by **the** organization.

Article XII: Amendments

These guidelines may be amended at a meeting of the Board by a majority vote of those present **and voting**, or represented by written proxy, provided that notice of the proposed amendment has been given to each member at least ten days prior to said meeting.

Article XIII: Parliamentary Authority

Robert's Rules of Order (Revised) shall govern the Association business matters in all cases in which they are applicable.

ADOPTED

This the _____ day of _____

(Signed) President

(Signed) Secretary

