

## **BOARD RESOLUTION ESTABLISHING CLINCH VALLEY TRAIL ALLIANCE**

**WHEREAS**, a meeting of the members, officers and the Board of Directors (“Board”) was held pursuant to Notice of Meeting dated March 8, 2018 for the purpose of establishing a not-for-profit association (the “Association”) under Tennessee law; and

**WHEREAS**, the Association is formed for the purposes of promoting, establishing and providing stewardship of mountain bike, hiking, walking and running trails in Anderson County and Roane County, Tennessee, as well as to promote the general health and well-being of trail users, together with all ancillary purposes identified in the Bylaws of the Association and as may be allowed under Tennessee law; and

**WHEREAS**, this Board deems it to be in the best interest to establish the Association as an unincorporated entity under Tennessee law and to adopt Bylaws for the Association to govern the existence of the Association;

**NOW, THEREFORE, BE IT RESOLVED**, that the Association is hereby established under Tennessee law, including without limitation to Tennessee Code Annotated §48-11-201 et. seq.; and,

**FURTHER RESOLVED**, that the following persons are elected as members of the initial Board, until such members resign or replaced in accordance with the Bylaws: Bradley Spears, Jeff Bale, Cassandra Meitner, Natalie Graham, Larry Creech, Carey Archer, Ken Rueter, Steven Barber, Steve Meitner, Mathew, Stanke, and Sean Leader; and,

**FURTHER RESOLVED**, that the following persons are elected as officers of the Association, until such officers resign or are replaced in accordance with the Bylaws: Bradley Spears as President, Jeff Bale as Vice President and Treasurer, and Cassandra Meitner as Secretary; and,

**FURTHER RESOLVED**, that the Bylaws of the Association were presented to the meeting, reviewed and unanimously adopted by the Board, and ratified by all persons attending the meeting; and,

**FURTHER RESOLVED**, that the President and Treasurer are hereby empowered to establish customary banking relations with ORNL Federal Credit Union (“ORNL”) and the officers of the Association are expressly empowered to execute any further resolutions, agreements and documents required by ORNL to establish membership accounts and make deposits to such accounts of all revenue, grants, gifts, dues, contributions and monies of the Association. Either the President or Treasurer shall be permitted to sign on any such accounts at ORNL for the withdrawal of funds, the writing of checks, drafts, wire transfers and to establish any ACH payments deemed by such officers as in the best interests of the Association; and,

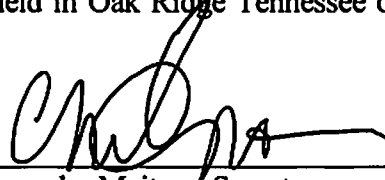
**FURTHER RESOLVED**, that each of the aforesaid officers of the Association is

hereby further authorized and directed to do or to cause to be done all such other acts and things (including the execution and delivery of Bylaws and all related documents, agreements, and instruments, certificates and other agreements as any such officer may deem necessary or desirable in order to carry out and effectuate fully the establishment of the Association and enable it to conduct its business affairs in accordance with the Bylaws and this Resolution; and

**FURTHER RESOLVED**, that any of the foregoing actions which may already have been taken by any of the aforesaid officers of the Association are hereby ratified and approved.

The undersigned Secretary to the Board certifies that the forgoing resolution has been adopted by the Board at the organizational meeting held in Oak Ridge Tennessee on March 15, 2018.

BY:



Cassandra Meitner, Secretary