

BYLAWS OF
CLINCH VALLEY TRAIL ALLIANCE

ARTICLE ONE
FORMATION

The name of the association is CLINCH VALLEY TRAIL ALLIANCE (herein the "Association"). The Association is formed as an unincorporated entity under the laws of the State of Tennessee in accordance with Tennessee Code Annotated ("TCA") §48-11-201 (47) as an unincorporated nonprofit association. The date of formation shall be as of the date of adoption set forth in the certification of the President and Secretary at the end of these Bylaws. The Association further intends to operate as a chartered chapter of the International Mountain Bike Association ("IMBA") and under IMBA's status as a §501(c)(3) organization of the Internal Revenue Code of 1986, as amended ("Code"). These Bylaws shall regulate the affairs of the Association, subject to the laws of the State of Tennessee.

ARTICLE TWO
MISSION AND PURPOSES

Section 1. Purposes, Mission. The purposes for which the Association is organized are as follows:

- (a) The Association has been organized for the purpose 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 the citizens, and all ancillary activities relating thereto.
- (b) The Association is irrevocably dedicated to and operated exclusively for nonprofit purposes, and no part of the income or assets of the Association shall be distributed to or inure to the benefit of any individual or Members.
- (c) The Association shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would prevent it from obtaining exemption from federal income taxation as a Association described in Section 501(c) (3) of the Code.

Section 2. Public Benefit. The Association is a non-profit organization and shall be operated for charitable, eleemosynary and educational purposes, and specifically including but not limited to the purposes and mission identified in Section 1 above, all within the meaning and spirit of the Code, or the corresponding provision of any future federal tax code, and shall not engage in any activities which, in themselves are not in furtherance of one of more of such purposes. Nothing herein stated shall impose any legal obligation on or limit or restrict in any manner the powers of the Board of Directors (herein at times, "Board").

Section 3. No Private Benefit or Lobbying. The Association shall carry on its activities so as not to violate the private benefit or private inurement doctrines or the rules pertaining to excess

benefit transactions for nonprofit Associations. The Association will not lobby any legislative body or any elected or administrative official or any federal or state government in any fashion that would result in the loss of any exemption or qualification under Section 501(c) (3) of the Code, or the corresponding provision of any future federal tax code. Further, the Association shall not carry on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE THREE SITUS AND MEMBERSHIP

Section 3.1 Location. The Association shall be located in either Anderson or Roane County, Tennessee at such addresses as are determined by the Board. The Association shall maintain a post office box in either Anderson or Roane County, Tennessee, which shall be the official mailing address of the Association and shall be publicized by the Association on all correspondence, business cards, promotional literature, advertising and web sites as the primary contact address for the Association.

Section 3.2 Membership. Membership in the Association may be established, from time to time, upon such requirements as are determined by the Association and can provide for voting and non-voting privileges. Members may choose to not participate in or publically support any particular action of the Association without relinquishing membership privileges. Association Members shall also be Members of IMBA. The Association may, from time to time, establish annual dues for all Members. Notwithstanding the forgoing, other than as expressly stated herein, the Board may take any action which is permitted or required to be taken by members of a nonprofit Association under Tennessee law by the affirmative vote of a majority of the entire Board, without the necessity of any prior action or other approving action of the Members.

ARTICLE FOUR ANNUAL MEETINGS

Section 4.1 Place. All meetings of the Association shall be held in the United States of America at such places as may be fixed by resolution of the Board, but the preferred location for Association meetings shall be in either Anderson or Roane County, Tennessee.

Section 4.2 Annual Meeting. The annual meeting of the Association must be held at a place in Anderson County or Roane County, Tennessee on a date and time fixed by the Board. The annual meeting shall be conducted generally in accordance with Roberts Rules of Order, but strict adherence is not required. At the annual meeting, Members shall elect persons to fill any open positions on the Board and conduct such other membership business as maybe suggested or required by the Board.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its board of directors.

Section 2. Number, Tenure, and Qualifications of Board of Directors. Directors shall be elected at the annual meeting of Members, and the term of office of each director shall be until the next annual meeting of Members and the election and qualification of his or her successor. The Board shall elect such officers or committee positions as the Board deems necessary and receive such reports on the activities and financial condition of the Association as the Board so directs. Board members may attend meetings by telephone or other electronic device that permits the Board member to clearly hear the entire meeting and allows the other Board Members to clearly hear the Board members attending by telephone or other electronic device. The Secretary of the Board will note in the minutes of the meeting the names of any Board members attending by telephone or other electronic device. There shall initially be 8 directors; however, a lesser or greater number of directors can be designated by the Board at a meeting specifically called for the purpose of changing the size of the Board; however, in no event shall the Board exceed Thirteen (13) members, nor shall there be less than five (5) members unless these By-Laws are expressly amended. The Board shall make reasonable efforts to include on the Board 2 members who are residents of Anderson County, Tennessee and 2 residents who are residents of Roane County, Tennessee. The Board may create an honorary Board of unlimited number, which shall consist of citizens elected by the Board who have contributed time, money and/or efforts for the betterment of the Association, or who have a stature and standing in the community that would be beneficial to the causes of the Association. Honorary board members shall have no voting rights, and shall not be required to meet on any regular basis. Honorary board members shall not be required to be residents of Anderson or Roan County, Tennessee, and any meeting of the honorary board shall be presided over by the president of the Association.

Section 3. Regular Meetings. A regular meeting of the Board shall be held in Anderson County or Roane County, Tennessee without any other notice than required by these bylaws immediately after, and at the same place as, the annual meeting of Members. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at places designated by the board of the Association, and announced by the President or Secretary of the Association. Board members may attend any meetings by telephone or other electronic device that permits the Board member to clearly hear the entire meeting and allows the other Board members to clearly hear the Board members attending by telephone or other electronic device. The Secretary of the Board will note in the minutes of the meeting the names of any Board members attending by telephone or other electronic device. Board meetings shall be conducted generally in accordance with Roberts Rules of Order, but strict adherence is not required.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any two directors, and shall be held in Anderson County or Roane County, Tennessee such place and time as the directors may determine.

Section 5. Notice. Notice of any special meeting of the Board shall be given at least three days previously thereto by written notice delivered personally, sent by US mail, customary commercial courier, or by electronic mail to each director at his or her address as shown by the records of the Association. If sent by electronic mail, such notice shall be deemed to be delivered on hour after such mail is sent, without the receipt by the sender of any reply indicating an error or non-

delivery. If mailed, such notice shall be deemed to be delivered the first day US mail is delivered following deposited in the US mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by courier, such notice shall be deemed to be delivered the first business day after the notice is delivered to the courier company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. Board members constituting at least one half (with any fraction being rounded up to a full board member) of the then current Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than the number required for a quorum is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 10. Insurance. The Association shall maintain a customary policy of liability insurance and officers and directors nonprofit professional liability insurance in such amounts as are deemed appropriate by the Board.

ARTICLE SIX OFFICERS

Section 1. Officers. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, and one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her

successor has been duly elected and qualifies.

Section 3. Term of Office. The officers of the Association shall hold office until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board to remove any officer at any time.

Section 4. Powers and Duties of Officers. The powers and duties of the officers of the Association shall be as follows:

(a) **President.** The President shall be the officer of the Association who shall have general and specific responsibility for the day-to-day operations and management of the Association. The President shall preside at all meetings of the Board, and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate any specific powers, unless exclusively conferred upon the President at law, to any other officer(s) of the Association. The President shall also report on the activities and financial condition of the Association at all annual meetings and shall annually appoint a nominating committee to propose candidates for officers and open Directorships. Finally it shall be the President who shall execute all contracts, other obligations or other business documents in the name of and on behalf of the Association unless unavailable, in which case, such responsibility shall fall to the Vice President, if any, and then to the Secretary.

(b) **Vice President.** The Vice President (if any) shall have such powers and perform such duties as may be assigned to him or her by the Board or the President.

(c) **Secretary.** The Secretary shall attend all meetings of the Board and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Association and for authenticating the records of the Association. It shall be his or her duty to give or cause to be given notice of all meetings of the Board. The Secretary shall also perform such other duties as may be assigned to him or her by the Board or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) **Treasurer.** The Treasurer, if any, shall have custody of the Association's funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate books and records of the Association, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Association in such financial institutions as may be designated by the Board. The Treasurer shall require disbursement of the funds as may be ordered by the Board, and shall render to the President and the Board, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Association. The Treasurer shall also report on the activities and financial condition of the Association at all meetings of the Board.

Section 3. Removal. The Board may remove any officer at any time, without or without cause.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit associations having the same or similar general purposes and objectives as this Association.

Section 6. Indemnification. With respect to claims or liabilities arising out of service of an officer of the Association, the Association may indemnify, upon a vote of the Directors, each present and future officer (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee. Further, to the fullest extent allowed by the laws of the State of Tennessee, the Association may, upon a vote of the Directors, pay for or reimburse the reasonable expenses incurred by an officer who is a party to a proceeding whether in the context of litigation or otherwise, or in any form of alternative dispute resolution proceeding, including at the trial and any appellate level, and including, without limitation, attorney's fees and expenses.

Section 7. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, including, but not limited to TCA § 48-58-601(c), both as now in effect and as hereafter adopted or amended, each present and future Member, officer and/or Board member, and Member serving on any committee appointed by the Board shall be immune from suit arising from the conduct of the affairs of the Association.

ARTICLE SEVEN COMMITTEES

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the directors in office, may designate and establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him or her by law.

Section 2. Membership Committee. The Membership Committee shall be a standing committee and is charged with maintain the membership rolls of the Association, including the name and address of each Member, as well as the date each Member joined the Association and the expiration of such membership. The Membership Committee is permitted to coordinate with IMBA regarding membership records. The Membership Committee shall also be responsible for recruiting new Members and generally promoting the Association to prospective members. At the annual and each regular meeting of the Board, the Membership Committee shall give a membership report providing the total membership numbers and suggesting any plans for membership recruiting.

Section 3. Trails Committee. The Trails Committee shall be a standing committee and is charged with the establishment and maintenance of trails by the Association. The Trails Committee shall suggest potential trails to the Board and shall submit a basic concept plan to the Board for each new trail. Upon an affirmative vote of the Board, each new trail shall be adopted by the Association. At the annual and each regular meeting of the Board, the Trails Committee shall give a trails report generally describing the status and condition of the trails and recommending trails for a construction or maintenance work day.

Section 4. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Association, and the president of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association shall be served by such removal.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The board of directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be approved by the Board and signed by such officer or officers or agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by either the treasurer or president of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such credit unions, banks, or other depositories as the Board may select. All institutions used for deposit by the Association must have their deposits federally insured by either the Federal Deposit Insurance Association or the National Credit Union Administration.

Section 4. Contributions. Any contribution to the Association through any means whatsoever shall not be complete until accepted by the Association through action of the Board, and the board shall have full authority to reject or refuse to accept any contribution for any reason deemed adequate or sufficient to the board, including but not limited to the specification of a use of, or a restriction on the use of, any contribution which conflicts with the purposes of the Association, its tax exempt status, or its status as a not for profit charity.

Section 5. Restricted Gifts. Notwithstanding any provision in these Bylaws to the contrary, the Board shall at all times be governed in the expenditure of any fund or other property by any terms of restriction or direction which may be contained in any instrument under which the said property may be received and accepted by the Association so long as said directions or restrictions are consistent with the donor's purpose in specifying them and are compatible with the Association's purposes, its tax-exempt status, and its status as a public charity. If at any time it shall appear to the board that circumstances have so changed as to make unnecessary, undesirable, impractical or impossible a literal compliance with the expressed desire of a donor or testator, it may take such steps as it deems necessary to direct the application of any such funds to such other educational, charitable, literary or religious purposes of a public nature, or others of a similar nature recognized by the federal government as entitled to tax exemption, as in its judgment will to the extent possible carry out the purposes of such donor or testator.

**ARTICLE NINE
BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board, committees having and exercising any of the authority of the Board, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any Member for any proper purpose at any reasonable time.

**ARTICLE TEN
FISCAL YEAR**

The fiscal year of the Association shall commence on January 1 of each year and shall extend through the end of midnight on the 31st day of December of each year.

**ARTICLE ELEVEN
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Tennessee Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE TWELVE
AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a seventy five percent (75%) vote of the Board present at any regular meeting or at any special meeting, if at least 15 day's written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting or vote of the members of the Board at any regular or special meeting or as the case may be.


**ARTICLE THIRTEEN
ENTITY CONVERSION AND DISPOSITION OF
ASSETS UPON DISSOLUTION**

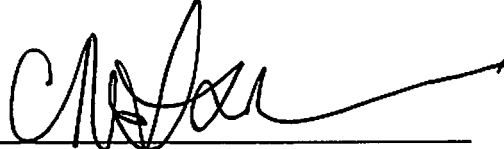
Section 1. Conversion. The Association may hereafter elect to convert from an unincorporated nonprofit association to a nonprofit corporation under Tennessee law. Such a conversion shall not be deemed a dissolution of the Association, and all assets shall be transferred to the corporate entity, and all liabilities shall be assumed by the corporate entity. Any decision to convert to a nonprofit corporation shall require the affirmative vote of two thirds of the entire Board, at a special called meeting of the Board for the purpose of considering the conversion. Notice of the meeting shall be provided at least 2 weeks in advance of the meeting, and such notice shall state the purpose of the meeting is to consider and vote upon conversion of the Association to a nonprofit

corporation. Upon an affirmative vote, the nonprofit corporation shall be formed under Tennessee law, and the bylaws of the nonprofit corporation shall contain terms similar to these Bylaws for the Association, and shall be consistent with qualification of the corporation for approval as a §501(c)(3) organization under the Code.

Section 2. Dissolution and Asset Distribution. Upon any dissolution of the Association, the assets of the Association shall be distributed in accordance with a plan of distribution adopted by the Board exclusively for the purposes of the Association or to one or more charitable, scientific, or educational organizations which (1) are not for profit, (2) are engaged in affairs substantially similar to those of the Association, and (3) qualify under the provisions of Section 501(c)(3) of the Code and its Regulations, provided that the assets shall be used by the grantee for purposes substantially similar to those of the Association. In no event shall the Association's property be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment to the Association's debts shall be conveyed or distributed to an organization created and operated for nonprofit purposes similar to those of the Association, as set forth above.

These Bylaws have been adopted by the Board at the organizational meeting held on March 15, 2018, and have been officially adopted by action of the Board effective as of the 15th day of March, 2018.

BY: 
Bradley Spears, President

BY: 
Cassandra Meitner, Secretary