

TRAIL OF TEARS ASSOCIATION

BYLAWS

ARTICLE I

PURPOSE

Section 1. Purpose. The Trail of Tears Association is organized and operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The Association is organized to promote and engage in the protection and preservation of the Trail of Tears National Historic Trail (PL 100-192) and to utilize management and development techniques that are consistent with the National Park Service's Trail of Tears National Historic Trail Comprehensive Management and Use Plan. It should also raise awareness of the historical legacy associated with the Trail such as the effects of the U.S. Government's Indian Removal Policy on the Cherokees and other tribes that were removed.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of this Association shall be at a place designated by the Board.

Section 2. Other Offices. The Association may have such other offices as the Board may from time to time designate or the business of the Association may require. The Board may appoint an Executive Director to run the national office and oversee the day-to-day operation of the Association with responsibilities and duties so designated by the Board.

ARTICLE III

MEMBERSHIP

Section 1. Membership. Members shall be persons interested in advancing the purposes of the Association and willing to abide by its bylaws. The Board will be the authority over membership status. A person may be any entity.

Section 2. Acceptance of Membership. Any person who meets the requirements of Section 1., completes the appropriate application and pays the prescribed dues is eligible for membership. Categories of membership may be created.

Section 3. Membership Dues. Membership dues shall be set by the Board.

Section 4. Dues, Payable When. The Board will establish the billing period for annual dues. Any member in arrears for three (3) months will be dropped from membership.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the members shall be held at the time and place designated by the Board.

Section 2. Special Meetings. Special meetings of the members may be called for any purpose by a majority of the Board. The purpose of the meeting shall be stated in the notice to the members.

Section 3. Notice of Membership Meetings. Written notice stating the time, place, and date of the meeting shall be sent not less than thirty (30) days before the date of the meeting.

Section 4. Voting. Any dues-paying member in good standing shall be entitled to vote at all elections and business meetings of the membership. Unless otherwise provided, any proposition passed by a majority vote of members present and voting shall be enacted.

Section 5. Quorum. A quorum shall consist of a minimum of the presiding officer and fifteen (15) other members present at any annual or special meeting.

Section 6. Proxies. No proxy voting shall be allowed.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed and controlled by the Board of Directors. The officers and directors shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they deem proper, not inconsistent with these bylaws.

Section 2. Number. The Board shall consist of four (4) officers, to be elected by the Board, the immediate past-president, and up to thirty [30] directors for a total not to exceed (35) members. The four (4) officers shall be a President, Vice President, Secretary and Treasurer. The directors shall consist of two directors from each of the nine Trail of Tears states, two at-large directors, and up to 10 directors from federally recognized Tribes. The Board shall select the Tribes and issue an invitation to the Principal Chief of each of those Tribes to appoint a director to the Board.

Section 3. Term of Office. The four officers shall be elected for terms of three (3) years. State directors shall be elected for a term of four years, with one (1) director for each of the nine Trail states and one at-large director being elected every two (2) years. State Chapters will elect the directors from their state. All candidates for office shall be Association members in good standing.

Section 5. President. The President shall be the principal executive officer of the Association and shall preside at all meetings of the Board, of the executive committee, and of the membership. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board or executive committee from time to time. S/he shall also name committees as needed.

Section 6. Vice President. In the absence of the President, the Vice President shall serve as the principal executive officer and shall perform such other duties as shall be prescribed by the President and the Board or executive committee.

Section 7. Secretary. The Secretary shall be responsible for recording all votes and keeping a record of the minutes of the proceedings. S/he shall also be responsible for sending notices to members as provided in the bylaws, being custodian of the corporate records and the seal, and keeping a record of the addresses of the members and membership dues. From time to time, the Board may assign the Secretary additional duties.

Section 8. Treasurer. The Treasurer shall be responsible for paying bills as instructed by the Board and keeping accurate records of the Association's finances. From time to time, the Board may assign the Treasurer additional duties.

Section 9. Directors. The Directors shall work for the good of the Association, attempt to attend all meetings of the Board and the general membership, participate in Association business conducted by mail and telephone, and promote the work of the Association whenever possible.

Section 10. At-Large Directors. The At-Large Directors will be elected by the Board and will need to be Association members. The President shall make an appropriate appointment to be confirmed by the Board at its next meeting.

Section 11. Vacancies. Vacancies in the Board occurring by reason of death, resignation, or other cause, shall be filled for the un-expired portion of the term. In the case of a state director, the state chapter where the vacancy occurs shall name a replacement. In the case of an at-large director, the Board shall make an appropriate appointment. In the case of a tribal director, the Principal Chief of the Tribe where the vacancy occurs shall appoint the replacement.

Section 12. Board Meetings. Regular meetings of the Board shall be held at such time and place as the Board members shall determine. Notice of each regular meeting shall be mailed to each Board member at least 30 days prior to the meeting date. Special meetings may be called by or at the request of the President or a majority of the Board. Notice of any special meeting must be given at least fourteen (14) days prior to such meeting.

Section 13. Quorum. At any meeting of the Board, a majority of the directors shall constitute a quorum for the transaction of business. Proxy voting shall not be permitted.

Section 14. Compensation. No officer or director is to be compensated for their services but, by resolution of the Board, actual expenses incurred for attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any officer or director from serving the Association in any other capacity and receiving compensation therefore. No part of the

net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to appoint staff members, define their duties, and fix their compensations.

Section 15. Removal of Officers and Directors. Any officer or director may be removed by the Board, with 2/3 of the full Board voting for removal, whenever in their judgment the best interests of the Association would be served thereby.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Members. There shall be an Executive Committee consisting of the elected officers, the Immediate Past President, and two members of the board of directors elected by the board of directors from their number who shall serve for two year terms. The executive director shall sit as an ex-officio member of the committee.

Section 2. Powers. During the intervals between meetings of the Board Directors and in all cases where specifically authorized to do so, the Executive Committee shall exercise all of the powers of the Board in the management and direction of the business and conduct of the affairs of the Association in such manner as the Executive Committee may deem necessary and in the best interests of the Association.

Section 3. Procedure. The Executive Committee shall fix its own rules of procedure. A majority of members shall be necessary to constitute a quorum for the transaction of business. All action by the Executive Committee shall be reported to the Board at the Board meeting next succeeding such action.

ARTICLE VII

ARCHIVES

Section 1. Depository. The depository for the archives of the Trail of Tears Association shall be established and reviewed by the Board from time to time, as deemed appropriate by the Board.

ARTICLE VIII

CHAPTERS

Section 1. Establishment. The Board of the Association may charter chapters of the Association. All chapter members must be members of the Association.

Section 2. Meetings. Chapters shall meet at least once a year. Copies of the minutes of all meetings shall be sent by each chapter to the Association.

Section 3. Activities. Activities of each chapter shall be reported to and coordinated with the Association.

Section 4. Financial Report. Chapters must submit to the Association a calendar year financial report, including a statement of the receipts and expenditures for the previous calendar year, a statement of current assets and liabilities, and a budget of the current year's projected receipts and expenditures. Reports are due by April 1st for the preceding calendar year.

Section 5. Duties and Objectives. Consistent with the purposes of the Association and the management objectives set forth in the National Park Service's Comprehensive Management and Use Plan, the chapters will develop programs and projects to help:

- a. preserve and protect trail related resources;
- b. mark the trail;
- c. conduct research and educate the public;
- d. provide for appropriate visitor use opportunities;
- e. promote the trail as an integrated whole;
- f. identify potentially certifiable sites/segments;
- g. stimulate landowner/manager support for certification;
- h. landowners and the National Park Service with preservation, maintenance or development activities through an "adopt a site/segment program";
- i. distribute materials about stewardship, appropriate public use, methods of obtaining assistance;
- j. the National Park Service and others to obtain cooperation and assistance from other agencies, organizations, or individuals in ways consistent with the Association's 501(c)(3) status;
- k. raise funds for preservation, research, interpretation, or visitor use development;
- l. sponsor, organize, promote and manage appropriate Trail events or tours consistent with public use opportunities provided through certification or other agreements; and/or,
- m. provide educational programs and National Park Service training for Association/chapter volunteers.

Section 6. Probation. Chapters of the Association failing to meet the requirements specified in this Article may be placed on probation for a period of six months. If at the end of six months any such chapter fails to meet the established standards for meetings, reports, membership or duties, its charter shall be subject to revocation by

action of the Board of the Association at its next regular meeting.

ARTICLE IX

AMENDMENTS

Section 1. Amendment to Bylaws. These Bylaws may be amended, or repealed and new bylaws adopted, by a majority vote of the members present and voting at any annual or special members' meeting when the proposed amendment has been sent out in the notice of such meeting.

ARTICLE X

PROVISION FOR DISSOLUTION

Section 1. Provision for Dissolution. In the event of the dissolution of the Association, the Board will determine an appropriate entity or entities for the disposition of the Association assets. Such entities may be tribal governments, National Park Service or non-profit organizations whose purpose is closely aligned with the Association.

Last amended October 28, 2004