



Benton MacKaye Trail Association

P.O. Box 6
Cherry Log, GA 30522
www.bmta.org

October 12, 2021

Memorandum

TO: Members of BMTA
FROM: Ken Cissna
BMTA President
SUBJECT: Revisions to Bylaws

When we sent out the initial proposed amendments for the Bylaws, we overlooked one important proposal.

Lydia Burns, BMTA Treasurer, and Ken Couch (the BMTA member who recently concluded the "annual audit" that our Bylaws require, are CPAs (certified public accountants). They pointed out that to accountants, the term "audit" refers to a specific and far more rigorous and detailed analysis of an organization's financial records than an organization like BMTA needs. In fact, such an audit would be extremely expensive. They recommended revising the Bylaws by substituting the word "review" for the word "audit" whenever "audit" refers to an examination of the Association's financial records in the Bylaws.

This additional proposed amendment is on the next page of this document. For your convenience, following the new proposal are the original memo and proposed amendments.

Ken Cissna



Bylaws of the Benton MacKaye Trail Association, Inc. To be Amended November 13, 2021, If Approved

ARTICLE IV. BOARD OF DIRECTORS.

Section 5. DUTIES OF DIRECTORS. Specific Directors shall have the following duties: a. The President shall be the chief executive officer of the Association and shall be responsible for the administration of the Association including general supervision of the policies and programs adopted by the Board. The President shall act as spokesperson for the Association, shall preside at all Board and General Membership meetings and shall appoint committees of the Association as necessary or appropriate. The President shall be an ex officio member of all committees. The President shall initiate an annual **audit review** as specified in Article VII, Section 6 of these Bylaws. The President shall have additional powers as may be conferred by the Board and shall have all other powers as ordinarily accompany the office of President.

ARTICLE VII. MISCELLANEOUS

Section 6 ANNUAL **AUDIT REVIEW.** The President shall initiate an annual **audit review** of the financial records after year's end. The **auditing reviewing** may be done by either an individual or a group, and the **auditor(s) reviewer(s)** should have no familial or close personal relation with the Treasurer. **Auditors Reviewers** are appointed by the **Board Board's** Executive Committee. Where needed, an unannounced **audit review** may be performed.



Benton MacKaye Trail Association

P.O. Box 6
Cherry Log, GA 30522
www.bmta.org

October 2, 2021

Memorandum

TO: Members of BMTA
FROM: Ken Cissna
BMTA President
SUBJECT: Revisions to Bylaws

The BMTA Bylaws require that all proposed revisions to the Bylaws be submitted in writing to the Board of Directors. The Board, in turn, is required only to make a recommendation to the membership.

At the last two regular Board meetings and at a special meeting a week ago, the Board discussed two sets of proposed changes to the Bylaws. The Board unanimously recommends that the membership approve the revisions to the Bylaws which are enumerated at the end of this memo. The proposed changes that accompany this memo are identified as follows: Language in black indicates no changes were made; words highlighted in yellow with a strikethrough through them (~~like this~~) are ones that are proposed to be removed; language that is simply highlighted in yellow is proposed text to be added.

There are two sets of changes that are being proposed -- all are within Article IV, Board of Directors:

1. The first set of changes involves the three positions that are elected by the Board rather than by the Association membership: Newsletter Editor, Store Manager, and the Coordinator of Electronic Media. The changes make clear that (a) all three *are* Board members, (b) they are *voting* members, (c) they are *not subject to the five-year term limit* in office as are all membership-elected Board members, and (d) they are *appointed and removed* (if necessary) in the same way. You will find these changes in Sections 2, 4, 5 (n, o, and p) and 6.
2. The second change involves renaming the position of Publicity Director as Communications Director and revising the description of the duties of the position. These changes are in Sections 2, 5 (i) and 9.

RECOMMENDATION: The Board of Directors recommends the adoption of these changes to the Bylaws.

The proposed changes will be discussed at the annual meeting set for November 13, 2021, at Unicoi Lodge in Helen, GA. Amendments to these proposed changes may be proposed from the floor prior to the vote.

I hope to see you at the meeting at Unicoi Lodge next month!

A handwritten signature in black ink that reads "Ken Cissna". The signature is written in a cursive, flowing style.

October 12, 2021



Bylaws of the Benton MacKaye Trail Association, Inc.

To be Amended November 13, 2021, If Approved

ARTICLE IV. BOARD OF DIRECTORS.

Section 1. MANAGEMENT OF THE ASSOCIATION.

No Change

Section 2. BOARD MEMBERSHIP.

The Board shall consist of ~~fourteen (14)~~ **seventeen (17)** members, eleven (11) of whom shall be elected by the membership at its annual meeting, two (2) of whom shall be appointed by the President, **three (3) elected by the Board**, and one (1) Immediate Past President. The elected Directors are as follows: President, Vice President, Secretary, Treasurer, Georgia Maintenance and Construction Director, Tennessee-North Carolina Maintenance and Construction Director, Smokies Director, Membership Director, **Publicity Communications** Director, Conservation Director, and Hiking Director. The two appointed members are Georgia State Representative and Tennessee-North Carolina State Representative. **The Board-elected members are the Newsletter Editor, Coordinator of Electronic Media, and Store Manager.** The Immediate Past President is the person who served in that office immediately prior to the current President. All members of the Board, ~~either elected or appointed~~, must be members of the Association; **should the Association ever decide to hire an outside person or group to produce the Newsletter, coordinate electronic media, or manage the store, that person or group would not be a member of the Board.**

Section 3. THE BOARD EXECUTIVE COMMITTEE.

No Change

Section 4. TENURE IN OFFICE.

Directors are elected or appointed for terms of one (1) year and may be re-elected or reappointed. However, Directors, either elected by the membership or appointed, who are serving their fifth consecutive term in the same position at the time of election, may not be either elected or appointed for a sixth consecutive term in that position. Elected directors shall take office at the close of the annual meeting. **Board-elected Directors (Newsletter Editor, Coordinator of Electronic Media, and Store Manager) may serve for more than five years.**

Section 5. DUTIES OF DIRECTORS.

Specific Directors shall have the following duties:

No Change to items a-h.

~~i. The Publicity Director shall work with the media and other organizations on publicity for the Association and, with Board approval, shall coordinate design and production of general publications (flyers, brochures, etc.) and displays.~~

i. The Communications Director shall oversee the promotion of the BMTA and BMT to Association members and donors, the public, and media and other organizations. The Communications Director

will use (a) traditional and electronic media to develop and distribute publications and other printed/electronic materials and (b) speaking opportunities as well as festivals and events.

No Change to items j-m.

n. The Newsletter Editor is named by majority vote of the Board and reports directly to the President. The Newsletter Editor shall assemble and edit the Association's monthly newsletter. Before any issue of the electronic newsletter is disseminated to members, the proposed publication and accompanying email must be reviewed and approved by at least two of the following: President, Vice President, a past President designated by the current President. ~~The Newsletter Editor is named by majority vote of the Board. The Newsletter Editor reports directly to the President, and is not a voting member of the Board, though he/she is welcome to attend and participate in Board meetings. The Newsletter Editor's term has no fixed limit.~~ The Newsletter Editor may be removed at any time by a majority vote of the Board.

o. The Coordinator of Electronic Media (CEM) shall be named by majority vote of the Board. ~~The CEM is not, by virtue of that position, a voting member of the Board, though he/she is welcome to attend and participate in Board meetings. A voting Board member with a different position may serve as CEM at the same time.~~ The CEM and those she/he coordinates with may make routine changes to the website and other electronic media at their discretion. For significant changes to the website and other electronic media, it is the responsibility of the CEM to consult with, and gain the approval of, the President. It is the responsibility of the President to notify the Board of all significant changes to electronic media. If no objections are voiced within two days of notification, the President may ask the CEM to proceed with the change. If two or more board members object to the proposed change, a board vote will be held prior to implementation. ~~The Coordinator of Electronic Media may be removed at any time by a majority vote of the Board.~~

p. The Store Manager shall be named by majority vote of the Board. The Store Manager shall maintain the Association's online store, including ordering merchandise and maintaining inventory, determining prices, recommending new items to the Board, conducting sales, mailing items to customers, and conducting an in-person store at the annual meeting if store sales are going to be held that year. The Store Manager may be removed at any time by a majority vote of the Board.

Section 6. VOTING AND QUORUM.

a. Each member of the Board ~~except Newsletter Editor, and Coordinator of Electronic Media~~ shall have one vote, and unless otherwise indicated in other sections of these Bylaws, resolutions and motions shall be adopted by a simple majority vote of the members in attendance. ~~A member of the Association who holds two Board positions simultaneously shall have only one vote on the Board.~~ Fifty percent (50%) of current Board members shall constitute a quorum, which must include 3 of the 5 members of the Executive Committee.

b. The Board may at the discretion of the President, vote on a proposal or proposals by email or other electronic means, provided no member of the Board objects to such a vote and provided the proposal(s) has (have) been circulated for consideration and discussion at least 48 hours in advance of the vote. The President shall report the results of such votes to the entire Board as soon as practical. Minutes of such meetings and votes must be maintained and submitted for approval at the next Board meeting.

Section 7. MEETINGS.

No Change.

Section 8. RESIGNATION AND VACANCIES.

No Change.

Section 9. ELECTION PROCEDURE.

At least 90 days before the Annual Meeting, the President shall present to the Executive Committee for approval nominees for a Nominating Committee, consisting of at least three members of the Association and including a resident from at least two of the three states through which the trail passes. The President shall designate the Chair of the Nominating Committee. At least 60 days before the annual meeting the Nominating Committee shall communicate a list of nominees via the Association's all-member email list. Before the Annual Meeting, a list of nominees also shall be communicated via the monthly newsletter. The Nominating Committee shall present a list of nominees for election to the membership at the Annual Meeting; such nominations shall not preclude nominations from the floor at the time of the election with the prior consent of the nominees. Election may be by secret or voice vote. The order of balloting shall be for the positions of 1) President, 2) Vice President, 3) Secretary, 4) Treasurer, 5) Georgia Maintenance and Construction Director, 6) TN-NC Maintenance and Construction Director, 7) Smokies Director, 8) Membership Director, 9) ~~Publicity Director~~, **Communications Director** 10) Conservation Director and 11) Hiking Director. A candidate receiving a majority of the votes cast for an office shall be declared the winner for the office. In the event of a tie, re-balloting shall occur.

Section 10. EXPULSION.

No Change

Section 11. ORIENTATION.

No Change