

Bylaws of the Benton MacKaye Trail Association, Inc.
As Amended November 8, 2008

ARTICLE I. NAME, PURPOSE, STATUS

Section 1. NAME.

The name of this Association shall be BENTON MACKAYE TRAIL ASSOCIATION, INC., hereinafter "the Association."

Section 2. PURPOSE.

The Association was organized for the following charitable and educational purposes: to construct, maintain and protect the proposed Benton MacKaye Trail; to inform (by printed newsletter, brochure, correspondence, guidebook, map, and other means) its members and the general public of opportunities for outdoor recreation and public service; to conduct workshops, seminars and work trips to foster skills in trail construction and maintenance; to promote hiking, camping and a wilderness experience in the Southern Appalachian Mountains; to instill in its members and the general public a conservation ethic.

Section 3. TAX EXEMPT STATUS.

The Association is organized as a non-profit tax exempt charitable and educational organization intended to qualify as such under the applicable provisions of the United States Internal Revenue Code, Section 26-501c(3) and related sections.

Section 4. MANAGEMENT OF THE ASSOCIATION.

The Board of Directors, hereinafter the "Board," shall be the managing board of the Association as set forth in Article IV.

ARTICLE II. MEMBERSHIP.

Section 1. QUALIFICATIONS FOR MEMBERSHIP.

Any person who agrees with the purpose and objectives of this Association may become a member by completing an application and paying the dues required for the desired category of membership.

Section 2. CATEGORIES OF MEMBERSHIP.

Membership in the Benton MacKaye Trail Association shall consist of the following classes:

- a. Individual members shall be those persons who have made application and paid membership dues for the current year.
- b. Family members shall be those who qualify for individual membership and who pay total membership dues of an amount less than that for two individual members. A family unit will receive one newsletter.
- c. Student members shall be those persons who qualify for individual membership who are also full time students in an accredited institution. Student dues shall be set by the Board at an amount less than an individual member's dues.
- d. Retired members shall be those persons, age 60 or older, who qualify for individual membership and who have retired from full-time employment. Dues for retired members shall be set by the Board at an amount less than an individual member's dues.

e. Life members shall be those persons who qualify for individual membership and who pay a one-time fee as set by the Board.

f. Corporate members shall be businesses or other organizations which support the purpose and objectives of the Association. Corporate dues shall be set by the Board.

g. Honorary members shall be those persons who have preeminently distinguished themselves in furthering the work of the Association and who have been selected by the Board, provided that the total number of honorary members shall never exceed 2% of the number of the voting members and provided further that not more than one honorary member shall be elected in any one fiscal year. Honorary members shall pay no dues.

h. Other. Other categories of membership shall be established as deemed appropriate by the Board.

Section 3. DUES.

All members of the Association with the exception of Honorary and Life Members shall be liable for payment of annual dues, as fixed and established by the Board.

Section 4. TERMINATION OF MEMBERSHIP.

Termination of membership shall occur in any of the following circumstances:

a. Resignation. Any member may resign at any time. No reimbursement for the remainder of any fiscal year's dues shall be made upon such resignation. Any member who resigns may be reinstated by reapplying pursuant to the provisions of this Article.

b. Failure to pay dues. Any member who fails to pay dues within 90 days of the end of the fiscal year shall be automatically terminated as a member of the Association. Membership may again become available by complying with the other provisions of Article II, Section 1.

c. Violation of Bylaws and rules. Violations of the Bylaws and rules of the Association may subject a member to expulsion. The member will be furnished a written statement of charges not less than two weeks prior to a meeting of the Board at which the expulsion is to be considered. The member may show cause in person or in writing as to why he/she should not be expelled. A two-thirds vote of the Board is required for expulsion.

Section 5. VOTING PRIVILEGES OF MEMBERS.

There shall be one vote for each Individual, Life, Student, Retired and Honorary Membership. There shall be one vote for each adult member of a Family Membership. There shall be no vote for a Corporate Membership.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING.

The annual meeting of the Association shall be held at a time during the months of October or November as determined by the Board. The date, location, and selection of the meeting facility shall be made at least ninety (90) days prior to the meeting. Notice of the meeting shall be sent to all members ninety (90) days prior to such meeting. A notice in the Association's newsletter shall constitute valid notice, provided the newsletter is mailed at least sixty (60) days prior to the meeting. There shall be no proxy voting at annual meetings.

Section 2. SPECIAL MEETINGS.

A special meeting of the membership may be called by the President, a majority of the Board or 20% of the voting membership by written notice to the membership mailed not less than fifteen (15) days in advance of such meeting. A notice in the Association's newsletter shall constitute valid notice. Such notices shall be furnished to all members, shall state the purpose or purposes of the proposed meeting and shall state the time and place of the meeting. The agenda for such

