

## **QUESTIONS AND ANSWERS SEFTC BYLAWS**

**August 20, 2008**

**Q: Why do we need bylaws?**

A: Until May 2008, SEFTC was a coalition sponsored by American Hiking Society. While AHS still has an interest in the future of SEFTC, it will no longer support us in the manner it has in the past. There is still opportunity to continue to work with AHS on projects that fit its mission and its strategic plan.

If SEFTC is to sustain itself, it must have enough structure to function without outside leadership. Bylaws are the foundation of leadership for any organization. They provide a framework for doing business including officers to act on behalf of the coalition. The Leadership Council will continue to be the decision making body of the coalition.

**Q: Has our mission changed now that we are no longer sponsored by AHS?**

A: A purpose is defined in the Bylaws. You can compare it to the one we created at DeSoto SP, AL in 2004.

2004 Mission: The Southeastern Foot Trails Coalition seeks to promote and protect the long distance foot trails of the Southeast and to connect trails and their natural trail corridors by building a regional trail system and an active network of hiking organizations.

2008 Purpose (in the bylaws): The purpose of the Coalition is building a conservation constituency among trail volunteers, conservation organizations, and agencies to link up a 5,000 mile hiking trail network in the southeast. The effort is regionally focused in Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, southern Virginia, and Tennessee.

- Promote a regional network of long-distance hiking trails
- Protect the natural hiking trail corridors by jointly raising the visibility of the value and importance of hiking trails to the public
- Build hiking trails in the southeast, as well as the relationships between the organizations and individuals who are overseeing these foot trails.

**Q: What is the next step for SEFTC after we adopt bylaws?**

A: While no commitment has been made to a next step at the present time, it is likely that SEFTC will want to incorporate as a 501-c-3 or 501-c-4 non-profit agency. There is no requirement that we do this and a healthy discussion must take place before taking further steps

in this direction. As an unincorporated, informal non-profit, there are many things that we can do, but there are clearly limitations. The activities that we choose to undertake will determine the direction we choose.

**Q: Will the requirements for membership of an organization in SEFTC change?**

A: At the present time, we are not proposing any change in the requirements for membership in SEFTC. An organization simply needs to accept and support the mission of SEFTC with its actions through its representative(s) to the Leadership Council.

**Q: Will we need to manage money? Do we have a budget? How will we raise money?**

A: It is likely that we will need to manage money. There is no longer an “umbrella” organization that can manage expenses for us. For this reason, we are investigating requirements to open a checking account.

It is unavoidable that we will have expenses associated with the 2009 conference in Kentucky. Even if we split the cost amongst the attendees without any sponsorship(s), someone will have to handle that money and pay any bills. If we pursue incorporation as a non-profit, there will be lawyer and CPA fees and other expenses. Our expenses can be minimized by using volunteer participation of individual members of member organizations to the maximum extent possible to conduct the business of SEFTC.

Initially, we will look to member organizations to donate money to sponsor our needs. We do not intend to require membership dues from any organization at this time. If we do not have adequate commitment from our member organizations, we will be limited in what we can accomplish. Ultimately, we will succeed or fail based on our level of commitment to our mission.

**Q: What activities are planned for the next 12 months?**

A: We are beginning to plan the conference in Kentucky in May 2009. Most of the rest of the efforts of the Executive Committee are focusing on answering the questions and taking the actions that will provide sustainability to SEFTC. The first action is to adopt bylaws. Soon, we will revisit all of the committees that were formed as a result of our strategic planning session at Cohutta in 2005. We will make some determination of the level of activity, the continued staffing of each committee, the urgency and the relevance of each to our present situation. We will support activities of individual member organizations and work together where it makes sense to do so. To this end, we are looking at our options to communicate and publicize our activities, perhaps through an SEFTC website.

# FINAL D-R-A-F-T

## SEFTC BY-LAWS

### Article I Name, Logo, and Address

1. **Name:** The name of this Coalition is:  
  
**Southeastern Foot Trails Coalition (SEFTC)**
2. **Logo:** The logo of the Coalition shall be:



3. **Address:** The address of the Coalition shall be the acting Secretary.

### ARTICLE II Purpose

The overall purpose of the Coalition is building a conservation constituency among trail volunteers, conservation organizations, and agencies to link up a multi-state regional hiking trail network in the southeast. The effort is regionally focused in Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, southern Virginia, and Tennessee.

Specific purposes are to:

- Promote a regional network of long-distance hiking trails
- Protect the natural hiking trail corridors by jointly raising the visibility of the value and importance of hiking trails to the public
- Build hiking trails in the southeast, as well as the relationships between the organizations and individuals who are overseeing these foot trails.

### **ARTICLE III Membership**

The Coalition is comprised of the clubs that wish to participate in the SEFTC and are approved by the Leadership Council or the Executive Committee acting on behalf of the Council. Each club will have two people, a voting member and an alternate, that participate on the Leadership Council. The Leadership Council will serve as the decision making body for the Coalition. Each club will have a voice and a vote on the Leadership Council.

The Coalition shall have a mailing list of members of the Leadership Council, and other members at large.

### **ARTICLE IV Officers of the Leadership Council/Executive Committee**

1. **Officers:** The officers of the SEFTC Leadership Council shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be a members of the Leadership Council and shall be elected and serve every two years or until a successor is duly elected and qualified. The Leadership Council may determine the limit of consecutive terms of all officers. The officers and up to 7 other members constitute the Executive Committee, which may, because of time restrictions or because decisions are minor and in keeping with the SEFTC purpose, make decisions for the full Council. Any decisions of significance shall be reviewed and approved at a scheduled yearly meeting. Within this authority, the President or Executive Committee may ask for a vote by written proxy or e-mail with a ten-day advance notice.
2. **Absence:** Except as otherwise provided herein, in case of the absence of an officer or, for any reason, the inability of an officer to act, Leadership Council may appoint a member to perform the duties of such officer during the period of absence or inability to act.
3. **Vacancy:** In case of a vacancy of an Executive Committee member, the Leadership Council may appoint an Executive Committee member by an affirmative majority vote of the Leadership Council present at any scheduled meeting or proxy vote to fill such vacancy for the remainder of the term.
4. **Removal:** Any officer may be removed by a majority vote of the Leadership Council present at a scheduled meeting or proxy vote.
5. **President:** The President shall be the chief executive officer of the Leadership Council. The President shall preside at all meetings of the members and of the Leadership Council at which he is present. The

President shall prepare a statement of the affairs of the Leadership Council to be submitted annually. The President shall have the general powers and duties usually vested in the office of president of a corporation. The President will co-sign checks along with the Treasurer. The President shall have the authority to appoint committees as may be deemed appropriate or as the Leadership Council may authorize or as may be otherwise required. The following may be considered standing committees: Finance, Trail Gaps, Planning, GET (Great Eastern Trail), Nominations, and Public Relations/Marketing. Chairmen of all standing or temporary committees shall be appointed by the President, or the President may assign this responsibility to the Vice President. The responsibility remains with the President to assure that Committee appointments are made.

6. **Vice President:** The Vice President shall work and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of the latter's absence.
7. **Secretary:** The Secretary shall attend the meetings of the Leadership Council and Executive Committee take minutes and file minutes in the SEFTC record book. The Secretary shall notify members of the Leadership Council or the Executive Committee of their respective meetings in accordance with these guidelines and shall perform such other duties as are usually incident of the office or as the Executive Committee shall from time to time prescribe.
8. **Treasurer:** The Treasurer shall have the custody of all funds of the SEFTC and shall deposit the same in the name of the SEFTC in such bank or financial institutions as the Executive Committee may choose; collect income; sign all checks, drafts, notes, and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Executive Committee (co-signed with the President). The Treasurer shall also keep books and accounts open to any Leadership Council member of the SEFTC and shall be prepared to give financial reports as the Leadership Council may require.

## **ARTICLE V**

### **Executive Committee**

1. **Election, Composition:** The Executive Committee of the Leadership Council shall consist of no more than eleven and no less than five members. The President shall be Chairman of the Leadership Council. The initial Executive Committee will serve the following terms, or until their successors are qualified; three members shall serve two years, four members shall serve three years, and four members shall serve four

years. The Leadership Council shall be responsible for determining the length of the terms for each member of the first Executive Committee. After the first term, all Executive Committee members shall serve terms of two years so that beginning with the third year, an equal number will be elected each year.

Successors to positions whose terms are expiring shall be elected at the last meeting of the year or by proxy in December. The expiring positions shall be filled by the remaining Leadership Council members. Each position shall be voted on separately. Only those Executive Committee members whose terms are not expiring shall be allowed to vote. Each member elected to the Executive Committee must receive a majority vote from the Leadership Council members who are at the meeting and able to vote.

2. **Ex-Officio Leadership Council Members:** The Leadership Council may elect professional trail leaders, parks and recreation officials/staff, and specialty or regular trail users as project directors (or other titles) by a two-thirds vote of Leadership Council members present. They may serve as many years as the Leadership Council chooses. They may perform duties as may be described by the Leadership Council. They will serve without voting rights.
3. **Meetings:** The Executive Committee shall meet as often as it considers necessary to transact the business of the Leadership Council. Meetings shall be called by the President or by any two committee members. The Secretary or President shall notify the members of the Executive Committee at least ten days in advance unless there is an emergency. Meetings may be usual business, but if there is an election of officers or directors, the notice must be specific on time and place and provided the Leadership Council.

The President or Vice President shall preside at all meetings of the Leadership Council unless otherwise specified. General meetings of the Leadership Council may be held as the organization sees fit, as long as they comply with the above requirements.

4. **Powers:** The Executive Committee shall have the control and management of the affairs, business and property of the Leadership Council. The Executive Committee shall be authorized to do all such acts as allowed by law and these bylaws.
5. **Vacancies:** In case of any vacancy in the Executive Committee, a member may be appointed to serve for the remainder of the term of the vacated seat by vote of the Leadership Council present at a scheduled meeting.

6. **Removal:** Any Executive Committee member may be removed by an affirmative vote, at a scheduled meeting of the Leadership Council, of majority of those present and voting at the meeting.

## **ARTICLE VI Nomination and Voting**

1. **Nominations:** The President shall appoint a nominating committee which shall report to the Leadership Council and nominate members for election as officers for the Executive Committee as outlined in Article IV.
2. **Majority:** Except as herein provided, all votes shall be determined by a majority of those present at a called meeting and voting.

## **ARTICLE VII**

### ***Publications and Public Statements***

Publications and public statements bearing the SEFTC name shall be issued under the supervision of the Executive Committee. Material concerning a public position in response to government agencies, or Leadership Council, or the media shall be approved by the Executive Committee prior to release. If a public position involves a legal matter, such as a liability claim, the Executive Committee and the Leadership Council must approve the position by a majority vote of all members present at the meeting.

## **ARTICLE VIII Execution of Documents**

All official documents such as contracts, liability agreements, powers of attorney, or others approved by the Leadership Council shall be signed by the President and other officers at the discretion of the President.

## **ARTICLE IX Fiscal Year**

The fiscal year of the SEFTC shall be the calendar year.

## **ARTICLE X Prohibition Against Sharing and Earnings**

No member, officer, Leadership Council member or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the SEFTC, provided that this shall not prevent the payment of any

such person of reasonable compensation for services rendered to or for the SEFTC in carrying out any of its lawful purposes. No such person or persons shall be entitled to share in the distribution of any of the SEFTC assets upon the dissolution of the SEFTC.

**ARTICLE XI**  
**Prohibited Activities**

Notwithstanding any other provisions of these guidelines, no member, officer, employee, director, or representative of the SEFTC shall take any action or carry on any activity by or on behalf of the SETFC not permitted to be taken or carried on by an organization.

**ARTICLE XII**  
**Amendments**

These guidelines may be amended at a meeting of the Leadership Council by a majority vote of those present or represented by written proxy, provided that notice of the proposed amendment shall have been given to each member at least ten days prior to said meeting.

**ARTICLE XIII**

**Parliamentary Authority**

*Robert's Rules of Order (Revised)* shall govern the SEFTC business matters in all cases in which they are applicable.

**ADOPTED**

This the \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
(Signed) President

\_\_\_\_\_  
(Signed) Secretary

Original Document – July 19, 2007  
Comment Review Changes – December 1, 2007  
Editing for clarification revisions – August 13, 2008



**SEFTC - PROXY VOTE –  
RESPOND BY NOVEMBER 15, 2008**

TO: SEFTC Leadership Council  
FROM: SEFTC Executive Committee  
DATE: August 20, 2008

Since our last meeting in May of 2008 the SEFTC has continued to change directions and the support of American Hiking Society has been stated and shared with each of you. In order to move this organization ahead we present to you this proxy vote.

\_\_\_ Yes \_\_\_ No – I reconfirm my clubs support to the SEFTC and will continue to be an active member on the Leadership Council.

\_\_\_ Yes \_\_\_ No – I support the attached By-Laws for the SEFTC as a formal structure.

Your Name: \_\_\_\_\_ Title: \_\_\_\_\_

Club Name: \_\_\_\_\_ Date: \_\_\_\_\_

**How to Submit a SEFTC Proxy Vote by 11/15/2007**

- 1.) E-mail this document back to Jeff Brewer at [jdbrewer@bellsouth.net](mailto:jdbrewer@bellsouth.net)
- 2.) Fax this document back to Jeff Brewer at 919-841-0160
- 3.) Postal mail to Jeff Brewer, 8512 Bluebill Ct, Raleigh, NC 27615.

