

**BYLAWS OF THE
OVERMOUNTAIN VICTORY TRAIL ASSOCIATION**

ARTICLE I. NAME

The name of this Association shall be the Overmountain Victory Trail Association, Inc. Referred to commonly and in these bylaws as OVTA.

ARTICLE II. ARTICLES OF ORGANIZATION

The Association is a nonprofit corporation organized under the laws of the State of Tennessee. Its "Articles of Organization" comprise the Articles of Incorporation and these bylaws as from time to time amended.

ARTICLE III. OBJECTIVES

The objectives of the Association shall be:

SECTION I. To recognize the historical significance of the men and women who in September 1780, assembled at Abingdon, Virginia and Sycamore Shoals, Tennessee and together marched over the mountains, to be joined by additional forces from North and South Carolina and Georgia, to go forth and successfully defeat the British forces at the Battle of Kings Mountain.

SECTION II. To develop, protect, and promote the route and associated sites as defined by the Congress of the United States, in the Act of September 1980, Public Law 96344, 94 stat 1133, which designated and authorized the OVNHT.

SECTION III. To provide historical education and encourage physical activity along the OVNHT.

SECTION IV. To sponsor an annual reenactment march as the Board of Directors and general membership determines appropriate.

SECTION V. To cooperate with local, state and federal governmental agencies and with other local, state and national organizations or groups to provide for the development, protection and promotion of the OVNHT.

SECTION VI. To promote conservation of the OVNHT right-of-way and preservation of related historic landmarks.

SECTION VII. To actively recruit new members.

SECTION VIII. The association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding Section of any future federal tax code (hereinafter “Internal Revenue Code”). Officers and members shall abide by the OVTA’s adopted conflict of interest policy.

ARTICLE IV. ASSOCIATION ORGANIZATION

SECTION I. The Board of Directors shall have the authority to organize or otherwise structure the Association so as to provide for the efficient accomplishment of its objectives.

SECTION II. It shall be a purpose of the Association to assist in organizing Chapters.

SECTION III. Upon the receipt of a petition asking for approval to form a Chapter signed by 10 or more members in good standing of the Association in the area, the Association Board of Directors may authorize the petition by a majority vote of the board and the signature of the President and Secretary.

SECTION IV. When Chapter status has been approved, the Chapter and its members agree to operate under the bylaws and regulations of the Association.

SECTION V. Only the Association members in the Chapter area shall be eligible for membership in any County Chapter formed, and it shall be the option of the Association member residing within the county to become a member of the county chapter.

SECTION VI. No Chapter shall have authority to obligate the Association in anyway whatsoever, unless authorized by the Association Board of Directors in writing.

SECTION VII. Each Chapter shall determine its organizational structure, but must designate the Chairman as its Liaison to the Association Board of Directors. The Association secretary will send notices of all the association meetings to each chapter Chairman.

SECTION VIII. An annual report and financial statement must be submitted to the Association Board of Directors, to be recorded with the Association tax filing with the IRS to maintain 501(c)(3) status as chartered in the State of Tennessee. Chapter financial records are subject to audit by the Association Board of Directors.

ARTICLE V. FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on the following December 31.

ARTICLE VI. MEMBERSHIP

SECTION I. Individuals and public or private organizations or corporations interested in the objectives of the Association shall be eligible for membership as hereinafter provided.

SECTION II. There shall be five (5) categories of regular annual membership: individual, family, sustaining, corporate, and young patriot and three (3) categories of special membership: life, supporting, and honorary.

SECTION IIa. Individual: Any individual eighteen (18) years or older desiring to become a member of the Association in an individual membership category may do so by application for such membership. An individual membership shall be entitled to one (1) vote on all matters submitted to the general membership for a vote.

SECTION IIb. Family: Any family desiring to become a member of the Association in a family membership category may do so by application for such membership. A family membership shall be entitled to two (2) votes on all matters submitted to the general membership for a vote if both members are eighteen (18) y-ears of age or older.

SECTION IIc. Sustaining: Any individual, organization or group desiring to become a member of the Association in a sustaining membership category may do so by application for such membership. A sustaining member shall be entitled to one (1) vote on all matters submitted to the general membership for a vote.

SECTION IId. Corporate: Any private corporation desiring to become a member of the Association in a corporate membership category may do so by application for such membership. A corporate membership shall be entitled to one (1) vote on all matters submitted to the general membership for a vote. A "Corporate Member Certificate" shall be presented to new corporate members.

SECTION IIe. Young Patriot: Any individual birth to eighteen (18) desiring to become a member of the Association as a Young Patriot may do so by application for such membership. A Young Patriot serves without vote.

SECTION IIff. Life: Any individual desiring to become a member of the Association in a life membership category may do so by application for such membership. A life member shall enjoy all membership rights and be entitled to one (1) vote on all matters submitted to the general membership for a vote. Unless terminated by the Board of Directors, a life membership shall continue for the life of the member. A "Life Member Certificate" shall be presented to new life members.

SECTION IIgg. Supporting: The Board of Directors shall designate any individuals, private or public organizations or corporations who lease, donate or otherwise give the Association a vested interest in lands over which the Overmountain Victory National Historic Trail or

reenactment route may cross, or on which associated campsites or historic sites may occur, as a supporting member for the duration of the vested interest agreement. A supporting member shall enjoy full membership rights and be entitled to one (1) vote on all matters submitted to the general membership for a vote. A Supporting Member Certificate shall be presented to new supporting members.

SECTION Iih. Honorary: The Board of Directors shall have the authority to designate any nonmember individuals, public or private organizations or corporations who have demonstrated significant support for the Association's objectives as an honorary member. An honorary member shall not have any voting rights. An honorary membership shall continue for the life of the member. An "Honorary Member Certificate" shall be presented to new honorary members.

SECTION III. Regular memberships shall be for one year and begin on the date membership dues are received and end at 12am on the same date one year later. The terms of special memberships are as described in sections IIf through Iih.

SECTION IV. Any member may have his/her membership terminated without cause by the Board of Directors upon the affirmative vote of two-thirds (2/3) of the Board members then serving. Life Memberships terminated will be entitled to a refund on a prorated basis as determined by the Board of Directors.

ARTICLE VII. DUES

SECTION I. The amount of the dues and term of membership for each category of membership shall be determined by the Board of Directors.

SECTION II. Membership dues shall be paid annually on or before each member's expiration date to the Treasurer of the Overmountain Victory Trail Association.

SECTION III. Any member who fails to pay his/her membership dues by their annual expiration date shall be dropped from the active role of the Association.

SECTION IV. Life membership dues shall be deposited and held in a separate account. The use of funds in this account shall be decided by a majority vote of the OVTA Board of Directors and Life Members.

ARTICLE VIII. OFFICERS AND THEIR ELECTION

SECTION I. The officers of this association shall consist of a President, Vice-President, Secretary, and Treasurer.

SECTION II. Officers shall be elected from the membership by vote of the membership as the first order of business at the annual meeting.

SECTION III. Nominees for office must be members in good standing at the time of their election.

SECTION IV. Officers shall assume their official duties at the close of the annual meeting at which they are elected.

SECTION V. The term of office of the President shall be two (2) years.

SECTION VI. The term of office of the Vice-President shall be two (2) years and shall be elected on alternating years.

SECTION VII. The term of office of the Secretary shall be two (2) years and shall be elected on alternating years as with the President.

SECTION VIII. The term of office of the Treasurer shall be two (2) years and shall be elected on alternating years with the Vice President.

SECTION IX. A vacancy occurring in the office of President shall be immediately filled by the Vice-President.

SECTION X. A vacancy occurring in the office of Vice-President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by a member elected by a majority vote of the Board of Directors, notice of such election shall be published in the next Association newsletter.

ARTICLE IX. DUTIES OF OFFICERS

SECTION I. The President shall preside at all meetings of the Association and of the Board of Directors at which he/she may be present; shall perform all duties ordinarily incident to the office; shall act as the Association's representative with any governmental agencies, individuals or private or public organizations or groups in working to meet the Association's objectives; shall perform such other duties as may be prescribed in these Bylaws or assigned by the officers and committees of the Association in order that the Association's objectives may be promoted.

- The President may issue written statements on behalf of the Board of Directors and the OVTA showing support for, or opposition to, projects, festivals, events, publications, public or private proposals, etc. that affect the objectives of the organization.
- Such written statements shall be consistent with the objectives of the organization and may not provide endorsements of any commercial products, services, events or the like or result in direct economic gain for any individual.

- Such written statements shall be produced on OVTA letterhead (or facsimile) and a copy shall be provided to the Secretary commensurate with its issuance. The Secretary shall record such letters in the minutes of the Board of Directors meeting next following.

SECTION II. The Vice-President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act; shall perform such duties as may be prescribed in these Bylaws or assigned by the Board of Directors.

SECTION III. The Secretary shall record the minutes of all meetings of the Association and the Board of Directors; send out notices of meetings of the Association and the Board of Directors as required; shall submit a copy of the minutes of any Directors or annual meeting for review and approval; shall conduct such correspondence of the Board of Directors as directed and shall perform such other duties as may be directed by the Board of Directors.

SECTION IV. The Treasurer or designated member shall collect and keep the funds and securities of the Association and shall deposit them in a depository or depositories designated by the Board of Directors in the name of and to the credit of the Association and such funds shall be drawn thence on the check of the Treasurer for the purposes of the Association only.

The Treasurer shall keep full and accurate account of the treasurer's receipts and disbursements in books belonging to the Association. Out of these funds the treasurer shall pay such funds only as may be ordered by the Association or the Board of Directors, and shall present a financial statement at every meeting of the Association and at other times when requested by the Board of Directors and shall perform such other duties as the Association or the Board of Directors or the treasurer's office may require of the treasurer. The treasurer shall keep a true account of the receipts and payments, and at each annual meeting shall render a statement thereof, as well as a full statement of the financial condition of the Association, when a committee shall be appointed to audit the Treasurer's accounts. Such audit to be conducted in accordance with the laws of the state(s) in which chartered.

SECTION IVa. The Treasurer shall file, or cause to be filed, all tax and other related returns or forms that may required by law including the annual charter fee. The Treasurer will assist in the preparation of an annual budget showing the expected revenue and expenditures. The treasurer shall render to the President and the Board of Directors, whenever either of them so requests, an account of all the transactions as Treasurer, and of the financial condition of the Association.

SECTION IVb. Notwithstanding anything to the contrary contained in these Bylaws, any sale or transfer of any security or real property held in the name of the Association shall be valid only if signed by the Treasurer and one other officer of the Association.

SECTION IVc. At least two officers shall be authorized to write checks. One Officer can write a check up to, but not exceeding one thousand dollars (1,000.00). Two Officers signatures are required to write a check for any amount over one thousand dollars (1,000.00).

SECTION IVd. In case of resignation, retirement or removal from office The Treasurer shall give to the president of the Association, within two weeks of notice, all books, papers, vouchers, moneys, computer records and other properties of whatever kind in the treasurer's possession or under the treasurer's control belonging to the Association.

ARTICLE X. THE BOARD OF DIRECTORS

SECTION I. The business of the Association, between annual meetings, shall be conducted by the Board of Directors.

SECTION II. The directors shall be elected from the membership at the annual meeting of the Association by vote of the membership.

SECTION III. Nominees for Board of Directors must be members in good standing at the time of their election and must give their consent to serve prior to assuming their duties.

SECTION IV. Directors shall assume their official duties following the close of the annual meeting at which they were elected and shall serve for a term of two (2) years.

SECTION V. The President, Vice-President, and Secretary and Treasurer shall be members of the Board of Directors. The President shall be chairperson of the Board of Directors.

SECTION VI. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the full Board of Directors.

SECTION VII.

SECTION VIIa. The Board of Directors shall consist of a minimum of fifteen (15) and a maximum of twenty-four (24) directors including a minimum of two (2) directors, separate from officers, from each state through which the OVNHT passes; those states being Virginia, Tennessee, North and South Carolina. No more than twelve (12) Directors including officers shall be elected in a given year.

SECTION VIIb. At the discretion of the Board of Directors, as many as two (2) of these seats may be designated to represent the state of Georgia.

SECTION VIIc. The exact number of Board of Director seats shall be determined by a vote of the Board of Directors.

SECTION VIII.

SECTION VIIIa. Regular meetings of the Board of Directors shall be set by the board providing there is a minimum of at least one meeting held each quarter during the fiscal year. Special meetings may be called by the President or any two (2) directors. Ten (10) days minimum written notice shall be given of all meetings of the Board of Directors. The Board of Directors may conduct business via conference call, US mail, facsimile, email or any other electronic means approved by the Board. Minutes of the Board of Director meetings shall be published in the next Association newsletter. All regularly scheduled Board of Director meetings shall be open to the general membership. Regular members may attend; however, they may not enter into debate or speak without permission of the presiding officer.

SECTION VIIIb. All Board members are urged to attend all meetings of the board. The Secretary shall include in the minutes a record of those board members attending and those not attending each meeting.

SECTION IX. The immediate Past-President shall automatically be a member of the Board of Directors for a two (2) year term. Should the Past-President resign from the Board of Directors, his/her position may not be filled for the remainder of his/her term.

SECTION X. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors from the general membership. A director shall be elected or appointed for the unexpired term of his predecessor in office or for a term commensurate with the terms of those directors then in office.

SECTION XI. Any director/officer who fails to attend two (2) consecutive regularly scheduled meetings of the Board of Directors may be removed from the Board by a vote of the general membership at the annual meeting or at a regularly scheduled meeting of the Board of Directors when such removal has been announced in advance in the Association's newsletter.

ARTICLE XI. NOMINATING COMMITTEE

SECTION I. A nominating committee consisting of five (5) shall be appointed by the President at least 90 days prior to the Annual Meeting.

SECTION II. The nominating committee shall be selected from the general membership. The chairperson shall be elected by the members of the nominating committee.

SECTION III. A minimum of three (3) persons shall constitute a quorum for the nominating committee.

SECTION IV. The nominating committee shall nominate one (1) eligible member for each office and directorship to be filled.

SECTION V. The chairperson shall report the nominees to the Board of Directors at least 30 days prior to the Annual Meeting. Announcement of the nominees shall be published in the Association newsletter prior to the annual meeting.

SECTION VI. The general membership shall have full opportunity to make additional nominations for any office or Board of Director seats open for election from the floor during the annual meeting.

SECTION VII. Only those persons who have signified their consent to serve if elected may be nominated for or elected to such offices or directorships.

ARTICLE XII. COMMITTEES

The Board of Directors, by majority vote, shall create such committees, as it may deem necessary to accomplish the objectives and carry on the work of the Association. Each such committee shall have as a member at least one director other than the President. The committee, and the chairperson of each such committee, shall be appointed by the President unless otherwise specified in another Article of these Bylaws. The President shall be an ex-officio member of all committees except the nominating committee.

ARTICLE XIII. GENERAL MEMBERSHIP MEETINGS

SECTION I. There shall be an annual meeting of the Association. The Board of Directors shall select the date and time of the annual meeting and determine if the annual meeting shall be held via conference call, or other electronic means or select the location for members to convene. The Board shall provide written notice of the annual meeting at least 30 days in advance.

SECTION II. Written or printed notice stating the place, date, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally, by phone or mail, published on the association's website or in the Association newsletter to each member entitled to vote at such meeting.

SECTION III. Special meetings of the general membership of the Association may be called by the President or any two (2) members of the Board of Directors.

SECTION IV. Members holding one-tenth (1/10) of the votes entitled to be cast, shall constitute a quorum for the transaction of business at any meeting of the general membership. The vote of the majority of the votes entitled to be cast by the members at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

ARTICLE XIV. AWARDS

The Board of Directors, may at their discretion, select a private individual or a member from any membership category, each year to receive an award for outstanding achievements in working to further the objectives of the Association. Such award to be presented during the annual meeting if possible

ARTICLE XV. ASSOCIATION POWERS

SECTION I. The Board of Directors shall have the authority to receive by lease, purchase, gift or donation, bequest or devise, real or personal property on behalf of the Association.

SECTION II. The Association shall have the power to sell real property owned by it as necessary for the transaction of Association business, such action shall be approved by a majority vote of those active Association members present at a regular or specially called meeting, upon such notice as is required by Article XIII of the Bylaws of the Association.

SECTION III. The Association shall have the power to borrow money to be used in payment of property purchased by it and for erecting buildings, making improvements, and for other purposes germane to its Association objectives, and, secure the repayment of such property, real, personal, or mixed, as may be owned by it, and it may in like manner secure by mortgage, pledge, or deed of trust, any existing indebtedness which it may have lawfully contracted, such action shall be approved by a majority vote of the Association membership entitled to vote at a regular meeting of the membership thereof.

SECTION IV. The Association shall have this authority to enter into agreements with individuals, public, or private organizations or groups of corporations for the purpose of securing a vested interest in the lands over which the Overmountain Victory National Historic Trail or the reenactment route may cross or on which associated campsites or historic sites may occur.

SECTION V. The Association shall have the authority to enter into agreement with any governmental agency, individual, public or private organizations or group or corporation for the purpose of developing, protecting or promoting the Overmountain Victory National Historic Trail, the reenactment route or any associated campsites or historic sites.

SECTION VI. The Board of Directors shall have the authority to set a fee for participation in the reenactment march. The proceeds from that fee shall be applied to defray operating expenses of the reenactment march or to meet the objectives of the Association.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order Newly Revised” shall govern the Association in all cases in which they are applicable and in which they are not in conflict with the Bylaws or the Articles of Incorporation.

ARTICLE XVII. AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the Association's general membership by a two-thirds (2/3) vote of the votes entitled to be cast by the membership present at a meeting at which a quorum is present, provided that written notice of the proposed amendment (s) shall have been given each member at least ten (10) days prior to said meeting by mail or by being published in the Association newsletter and that the proposed amendment has been approved by the Board of Directors.

Amendments to these Bylaws approved: at the January 21, 2017 annual meetings of the membership, and previous amendments in:

2016
2013
2007
2004
2000
1998
1996
1998