

BYLAWS OF THE WASHINGTON/OZAUKEE COUNTY CHAPTER OF THE ICE AGE TRAIL ALLIANCE, INC.

Article I Name and Offices

Section 1. Name. This chapter of the Ice Age Trail Alliance, Inc., (the "Alliance") is "The Washington/Ozaukee County Chapter of the Ice Age Trail Alliance, Inc." The Alliance is a non-profit organization incorporated in Wisconsin with chapters throughout the state.

Section 2. Offices The principal office and mailing address of this chapter will be the home address of the Chapter Coordinator(s). The Alliance headquarters is at 2110 Main Street in Cross Plains, Wisconsin, 53528.

Article II Purpose

The purpose of the Chapter is to create, support and protect the Ice Age Trail and associated natural, scenic, and cultural resources, and to support the mission of the Alliance within its designated territory consistent with the Articles of Incorporation, Bylaws and policies of the Alliance.

Article III Territory, Membership, Dues

Section 1. Territory. The territory of the Chapter includes the entire trail corridor (existing and proposed) in Washington and Ozaukee Counties, Wisconsin.

Section 2. Membership. All persons who designate a Washington/Ozaukee County Chapter affiliation on their membership form to the Alliance will become members of the Chapter. Those persons who reside in the territory of the Washington/Ozaukee County Chapter but do not specify a chapter affiliation will become members of the Washington/Ozaukee County Chapter, unless a Statewide affiliation is specified. A minimum of ten members is required to be recognized as a Chapter by the Alliance bylaws.

Section 3. Dues. The dues of all Chapter members are established by the Bylaws of the Alliance. The Alliance will transfer to the Chapter a portion of the dues paid by Chapter members.

Article IV

Meetings and Election

Section 1. Annual Meeting. The Chapter will hold an Annual Membership Meeting before the end of February each year. It will be held at a convenient time and place designated by the officers. The purpose of this meeting is to elect officers, review the activities of the preceding year, compile information for the Annual Chapter Report, have a published plan for the next season, determine any additional activities to be engaged in during the year, and to transact any other relevant business.

Section 2. Calendar Planning Meeting. The Chapter will hold a Calendar Planning Meeting at least annually, with semi-annual calendar planning meetings preferred. The purpose of the meeting is to establish a calendar of meetings and activities for the following year (or half-year). Additional activities may be approved at any chapter meeting. Additional meetings may be approved in accordance with section 10 below.

Section 3. Nominations. Officers may be nominated in advance or from the floor at the Annual Membership Meeting. The consent of the nominee must be obtained before the vote.

Section 4. Notice of Meeting. Notice of the time, place, and purpose of the Annual Membership Meeting will be mailed to each member of the Chapter not less than 10 days and not more than 50 days before the meeting.

Section 5. Chapter Meetings. At the Annual Membership Meeting, members present will approve the frequency of Chapter meetings, and types of activities to be engaged in during the year. Meetings are customarily held on the first Tuesday of each month excluding January, July, August and December.

Section 6. Meeting Organization. Meeting conduct will be in accordance with Roberts Rules of Order.

Section 7. Quorum. At any meeting of the membership, those present will constitute a quorum with a minimum of four. When the quorum is not reached, the quorum of the Executive Committee will apply.

Section 8. Voting. At every meeting of members, each member present will have one vote. If an electronic vote is requested, the decision will be based on the majority vote of those that responded in a reasonable time period, not less than 48 hours.

Section 9. Adjournment. A meeting may be adjourned at any time by a majority.

Section 10. Special Meetings. Special meetings of the Chapter may be called at any time by the Chapter Coordinator and must be called promptly by the Coordinator on receipt of a written request of three members of the chapter. Such a request must include one or more specified agenda items. Advance notice of any special meetings must be disseminated in a notice circulated to Chapter members and the appropriate Alliance staff at least three days in advance of the meeting, and will include notice of the agenda item(s) for that meeting.

Article V **Executive Committee**

Section 1. Membership. The Chapter Executive Committee will consist of the elected Officers of the Chapter.

Section 2. Authority. The Executive Committee has all the powers of the Chapter that may be lawfully delegated, except final determination of Chapter policy. Policy may be established on an interim basis, but will be referred to Chapter members for the approval at a meeting or mail vote. The Executive Committee quorum will be authorized to make decisions at a regular meeting when a member quorum is not present.

Section 3. Annual Chapter Report. The Executive Committee will ensure that monthly, quarterly, and annual reports requested by the Alliance are sent in by the deadlines established by the Alliance.

Section 4. Meetings. A quorum is the majority of officers present at an Executive Committee meeting or when a quorum at a membership meeting is not reached. Non-members may be present without a vote.

Article VI **Officers**

Section 1. Title, Number and Requirements. The Chapter will have a minimum of three persons serving as officers and a maximum of six. Officers will include Chapter Coordinator, Treasurer, and Secretary. Additional officers may include a Co-Coordinator or Committee Chairpersons as established at the Annual Meeting or by the Chapter Coordinator as needed. All officers must be members of the Chapter. A chapter member may be elected to hold only one chapter elected officer position concurrently, but may concurrently serve in other positions such as Chair of one or more chapter committees. Chapter officers and committee chairs will present activity reports at chapter meetings, or designate such reports to be presented.

Section 2. Election. Election of officers will take place at the Annual Chapter Membership Meeting. The Chapter Coordinator will notify the Alliance of new officers and provide contact information within 10 days after the meeting.

Section 3. Chapter Coordinator. The Chapter Coordinator will, conduct business meetings and have general charge and supervision of the affairs of the Chapter, will serve as the primary contact person on behalf of the Alliance for the local Chapter, will act as the communication conduit to Chapter officers, Alliance Staff and committee chairs, and will perform or delegate other duties that may be assigned from time to time by the Chapter or Alliance.

Section 4. Treasurer. The Treasurer will, handle financial matters for the Chapter, keep financial records, and report financial information to the Alliance on a monthly basis or as requested.

Section 5. Secretary. The Secretary will, record and distribute minutes of official Chapter meetings, issue meeting notices, distribute Chapter correspondence, coordinate the distribution of committee reports as needed, and maintain or delegate other non-financial Chapter records.

Section 6. Committee Chairpersons. Up to three Committee Chairperson(s) to serve on the Executive Committee may be determined at the Annual Chapter Meeting.

Section 7. Removal. Chapter officers may be removed from office by a 2/3 vote of the chapter members present at a regularly scheduled or special chapter meeting. Officer removal must have been designated as an agenda item for that meeting in a notice circulated to Chapter members at least 10 days in advance. Officers may also be removed by a 2/3 vote of the Board of Directors of the Alliance.

Section 8. Compensation. Chapter officers will serve in a volunteer capacity.

Section 9. Vacancies. The Chapter Coordinator or Executive Committee may appoint a person to fill any vacancy by a majority vote. That person will serve until the next annual meeting. The name and address of the appointed officer will be sent to the Alliance office within 10 days of the appointment.

Section 10. Terms and Limits of Office. The officers will serve for a one year term and may be re-elected to the same position for an unlimited number of consecutive terms.

Article VII **Committees**

Section 1. Committees. Committees will be designated by the Chapter Coordinator or Executive Committee as needed and each will have a Chairperson. Committees addressing trail construction & maintenance, land stewardship, outreach, and trail promotion are also recommended as ongoing and active chapter functions.

Section 2. Committee Chairperson. A Committee Chairperson will be responsible for coordinating the activities of that committee and will be responsible for reporting to the Chapter Coordinator.

Article VIII **Contracts and Obligations**

Section 1. Fund Raising for Projects. All chapter fundraising activities shall be in accordance with the Alliance's fundraising policy. No fund raising will be undertaken for specific land acquisitions until it has been approved in writing by the Board of Directors of the Alliance.

Section 2. Business Transactions. The Executive Director of the Alliance must be notified in advance of any purchase, sale, expenditure or other business transaction in which \$1,000 or more is involved. Notification is waived if the transaction is part of a previously reviewed and approved operating plan and budget.

Section 3. Trail Building and Maintenance. Trail development, layout, design, construction and maintenance will be performed according to the trail standards in the IANST handbook and Alliance Bylaws and policies.

Section 4. Property, Funds, and Assets. All monies received from membership fees and the sale of merchandise or derived by the chapter shall be taken, held, disposed of, and expended in the following manner:

All monies received from membership fees and the sale of merchandise or derived in any manner from the business operations of the chapter, shall be deposited in the chapter's account(s) and shall be used for the purpose as described in Article II.

Monies received by donation for specific purposes shall be expended only for the purposes specified by the donor. The Chapter has the right to refuse any gift that would come with restrictions that are inconsistent with the Alliance mission.

The chapter shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Executive Committee shall determine the financial institution(s) used for this purpose. All checks drawn from checking accounts and withdrawals from savings accounts shall require the signature of the treasurer or another designated executive committee member.

Article IX
Fiscal Year

The fiscal year of this Chapter will begin on January 1 and end on December 31 in accordance with the Bylaws of the Alliance.

Article X
Amendments

These Bylaws may be amended at any meeting by a quorum of members provided that the notice of the amendment is mailed in advance to the members of the chapter not less than 10 and not more than 50 days before the meeting. The amendment will not be valid until ratified in writing by the Board of Directors of the Alliance.

Washington/Ozaukee County Chapter Officers:

Chapter Coordinator /

Date

Treasurer /

Date

Secretary /

Date

Alliance Approvals:

Executive Director / Mike Wollmer

Date

President – IATA / Cora Dversdall

Date

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