



Official Notice — 2017 Annual Membership Meeting

This provides Ice Age Trail Alliance, Inc. members with official notice of the IATA's Annual Membership Meeting, Saturday, April 29th, 2017, 1:30 PM at the Avalon Hotel and Conference Center in Chippewa Falls, WI.

The meeting takes place during the IATA's Annual Membership Conference. More information about the conference is available in this issue of *Mammoth Tales* and at www.iceagetrail.org/2017-annual-conference/. You are welcome to attend the Annual Membership Meeting without attending other parts of the conference.

*Below is a summary of items to be covered during the meeting. You can get a **large-type copy** of the bylaws amendments (with explanations) at the website listed above or by calling the IATA (800-227-0046).*

ITEM I: VOTE — BOARD OF DIRECTORS ELECTIONS

In January, all IATA members were sent a list of Board of Directors candidates recommended by the IATA's Leadership Development and Executive committees. Members did not submit any additional nominees by petition. Therefore, the final list of candidates is:

New director-nominees

Carol Mueller (Madison, WI; Region 2)

Current directors recommended for re-election

Jan Froelich (Verona, WI; Region 2)

Robert Melzer (Sheboygan, WI; Region 1)

Nancy Schuster (Chippewa Falls, WI; Region 3)

ITEM II: VOTE — BYLAWS AMENDMENTS

During the Ice Age Trail Alliance's 2016 Annual Membership Meeting, Alliance members discussed the possibility of amending the Corporation bylaws to eliminate chapter bylaws.

Following the Annual Membership Meeting, a special committee was formed consisting of Alliance volunteers and staff. The committee continued the discussion on chapter bylaws and also reviewed Article II ("Membership") Section 17 ("Chapters") of the Corporation bylaws in its entirety.

The proposed revisions to the Corporation bylaws shown below are the product of the special committee's work and have been approved by the Bylaws and Policies Review Committee of the Board of Directors.

Proposed deletions are marked in ~~striketthrough red type~~. Proposed insertions are marked in underlined red type.

Explanations follow each set of proposed edits and marked in *italicized blue type*.

Article II. Membership. Section 17. Chapters. The Board of Directors is empowered to create constituent units called chapters to carry out the mission of the Corporation. A chapter shall have a minimum of ten (10) members in order to obtain and maintain chapter status.

The above edit relocates a sentence from the Membership sub-section below.

(There are no proposed changes to Section 17a, "Purpose")

b. Membership. Membership in a chapter shall consist exclusively of Corporation members who meet the criteria specified in these Bylaws and other policies of the Corporation, including:

(1) Members of the Corporation who designate ~~thea~~ chapter (but not more than one) on their membership application.

(2) Members of the Corporation who do not designate any chapter or "trailwide" affiliation on their application but whose mailing address is within the geographic area assigned to the chapter.

~~(3) Other members of the corporation as provided in the chapter's bylaws.~~

~~A chapter shall have a minimum of ten (10) members in order to obtain and maintain chapter status.~~

The proposed revision to (1) above clarifies that each Alliance membership shall be affiliated with only one chapter. Those participating actively as volunteers in multiple chapters may be granted voting privileges in more than one chapter per the new Section 17c, below. Item (3) is deleted in keeping with the proposal to eliminate chapter bylaws, as detailed in the new Section 17e, below.

c. Voting at Chapter Meetings. With one exception, voting privileges at chapter meetings shall be extended only to current Corporation members whose membership is affiliated with said chapter.

(1) Prior to any vote, if approved by the majority of chapter officers present, voting privileges at the meeting may be extended to Corporation members who are not affiliated with the chapter (e.g., those with a Trailwide affiliation or those affiliated with another chapter) who actively engage with and contribute to the workings of the chapter as volunteers. The percentage of non-chapter-affiliated members participating in any chapter vote shall not exceed 25%.

(2) While volunteers who are not Corporation members should be invited and encouraged to participate in chapter activities, voting privileges at chapter meetings shall not be extended to those who are not Corporation members.

This new section clarifies who is eligible to vote at chapter meetings. Subsection (1) gives chapter officers the option to extend voting privileges to Alliance members who contribute to the chapter as volunteers but whose memberships are not affiliated with the chapter. This allows chapter leaders to honor valuable volunteer contributions by those not affiliated with the chapter without “watering down” the vote of those who are. Subsection (2) clarifies that Alliance membership is a prerequisite for voting at chapter meetings, while also encouraging cultivation of those who volunteer but are not yet Alliance members.

~~e. d. Officers.~~ The members of each chapter shall elect a minimum of three (3) officers to lead the chapter and serve as principal contacts with the Corporation. ~~Specific officers, responsibilities, term of office, and method of election shall be determined by the chapter's bylaws, but at least one officer shall serve in the capacity of a coordinator, at least one officer shall serve in the capacity of a financial officer, and at least one officer shall serve in the capacity of a secretary. Any two or more~~ Up to two offices may be held by the same person.

(1) At least one officer shall serve in the capacity of a Chapter Coordinator. The chief responsibility of the Chapter Coordinator shall be to serve as principal representative of the chapter and principal contact with Corporation staff.

(2) At least one officer shall serve in the capacity of Treasurer (financial officer). The Treasurer shall maintain a careful accounting of chapter finances and issue reports to fellow chapter members and Corporation staff on a regular basis.

(3) At least one officer shall serve in the capacity of Secretary. The Secretary shall record and distribute meeting minutes to chapter members, Corporation staff and other Corporation members who express an interest in the workings of the chapter.

Proposed revisions to this section remove reference to chapter bylaws (addressed in the next section) and clarify intent of the three officer positions required by the Corporation bylaws. An additional edit clarifies how many positions an individual may hold simultaneously.

~~d. Chapter Bylaws. Each chapter shall be governed by bylaws approved by the membership of the chapter and by the corporation's Board of Directors. Chapter bylaws shall not be inconsistent with the Bylaws and policies of the corporation.~~

e. Chapter Operational Guidelines. Chapters may prepare a summary operational guidelines document to codify practices for chapter operations not otherwise covered in these Bylaws. Operational guidelines, if prepared, shall be provided by the Chapter Coordinator to the Executive Director for review in advance of a chapter vote to adopt or revise said guidelines and shall conform with the Bylaws and policies of the Corporation.

In place of board-approved chapter bylaws, this new section offers chapter members the option of drafting and approving an operational guidelines document. The overarching goals of replacing chapter bylaws with optional chapter operational guidelines are:

- *To reinforce the notion that the Corporation bylaws are the foundational document for chapter activities, while also recognizing that chapter operations may vary considerably from chapter to chapter. The optional chapter operational guidelines entrust chapter members with flexibility to further codify practices that may be unique to a particular chapter.*
- *To reduce administrative burden on volunteers related to establishing and maintaining chapter bylaws, especially in terms of working through the review/approval process with the Board of Directors.*

f. Chapter Finances and Contractual Obligations.

(1) The Board of Directors shall allocate to each chapter a portion of membership dues collected by the Corporation from the chapter's members for the chapter's use in carrying out its responsibilities, and may allocate additional funds in its discretion. Each chapter may raise additional funds needed to carry out its responsibilities consistent with the Corporation's policies and non-profit status.

(2) A chapter ~~may~~shall not enter into contracts or agreements involving in excess of \$1500 without written authorization of the Executive Director.

(3) A chapter may not enter into contracts or agreements involving real property.

~~(3)-(4)~~ Each chapter shall provide timely financial records to the Corporation according to policies established by the Board of Directors and as requested from time to time by the Executive Director.

Proposed revisions to this section are intended to solidify sound accounting practices in line with the Alliance's annual financial audit.

f. g. -Chapter Annual Membership Meeting. Each chapter shall hold a chapter annual membership meeting, preferably between November 15 of one year and March 15 of the following year, ~~at a~~ Notice of the date and time ~~specified in its bylaws, following written notice of the annual meeting shall be~~ mailed or emailed to all chapter members and the Executive Director not less than ten (10) days nor more than fifty (50) days before the date of the meeting. The meeting agenda shall include the following action items:

(1) Election of officers

(2) ~~Recommendation~~ Approval of an annual chapter budget

~~The meeting agenda normally should also include the following reporting items:~~

(3) Report on previous year activities

(4) Report on previous year financial activity

(5) ~~Current trail assessment~~ Report on previous year trail maintenance and stewardship activities

- (6) Report on trail construction, maintenance and stewardship needs for the coming year, including a tentative timeline and process said needs should be addressed
- (7) ~~Current~~ Report on current tool inventory
- (8) ~~Calendar~~ Sharing of calendar with tentative ~~annual~~dates for chapter meetings and events

Proposed revisions to this section are intended to clarify the requirements of a chapter annual meeting. The refined list of agenda items is intended to encourage a robust meeting that is both meaningful to chapter members and also a springboard for discussions with Alliance staff regarding needs and opportunities.

g-h. Trail Development, Layout, and Design. Each chapter, as an entity of the Corporation, shares in the responsibility for trail development, layout, design, construction, and maintenance within its territorial jurisdiction as determined by the Board of Directors. These activities shall be done in accordance with the standards and agreements established for the trail by the Corporation and its federal and state partners and in accordance with governmental laws and regulations. Trail development undertakings, including but not limited to new trail construction, trail reroutes, significant repair or replacement of trail infrastructure components (e.g. bridges, boardwalks, etc.), shall be approved by the Executive Director, or his/her delegate, prior to implementation. The Executive Director shall be responsible for ensuring that chapters, members, staff and appropriate entities are represented and involved in ~~this process before trail projects are approved to proceed.~~these processes. Disagreements concerning trail development, layout, design, construction and maintenance may be appealed to the Executive Committee of the Board of Directors.

Proposed revisions to this section are intended to reinforce that chapter members need to work closely with Alliance staff prior to starting on-trail projects. Due to the complexity of internal and external communication needs including obtaining third party approvals for regulatory and compliance requirements, Trail development and construction projects must always be done in a cooperative fashion.

~~h.~~ i. Chapter-Initiated Reorganization. When a chapter can no longer carry out its responsibilities under these Bylaws and other governing documents of the Corporation, it may seek a reorganization which will ensure that the mission of the Corporation will continue to be fulfilled within its geographic area. The chapter's proposal shall specify that all chapter funds, tools, and inventory will be distributed to its successor or successors in the reorganization. Every effort will be made to honor any known donor restrictions on donated funds. The reorganization proposal of one or more chapters is subject to the ~~provisions of the respective chapter bylaws, and the~~ affirmative vote of the affected chapter members. The resulting reorganization shall be subject to the approval of the Board of Directors of the Corporation.

The proposed revision above is a reflection of the proposed elimination of chapter bylaws as detailed above.

~~i.~~ j. Board-Initiated Reorganization. If a chapter is unable or unwilling to carry out its responsibilities established under these Bylaws, and is unable or unwilling to propose a chapter-initiated reorganization which will do so, then the Board of Directors shall initiate a reorganization. A Board-initiated reorganization shall only follow efforts to work with chapter members to correct deficiencies and after due notice to members in the affected area. Criteria that indicate a need to reorganize a chapter include:

- (1) Consistent failure to maintain minimum membership requirements.
- (2) Failure to adhere to the mission of the Corporation.
- (3) Failure to ~~adopt chapter bylaws or~~ comply with other Corporation policy or Bylaw requirements.

The proposed revision above is a reflection of the proposed elimination of chapter bylaws as detailed above.

Article III. Board of Directors. Section 4. Non-voting Directors.

b. ~~Trail~~ Chapter Representatives. The ~~chair~~Chapter Coordinator of each ~~trail~~chapterChapter in good standing shall be entitled to designate one member which may include himself or herself to serve as an ex-officio non-voting member of the Board of Directors. Each ~~trail-chapter-chair~~Chapter Coordinator may change the designated

representative one time in each twelve month period. Such ~~trail~~ chapter representative shall be authorized to attend all meetings of the members and the Board of Directors (except Closed Sessions) but shall not be entitled to vote.

The proposed revisions update this section to bring it into consistency with terms used in other sections of the Bylaws related to chapters and chapter leaders.

Ice Age Trail Alliance, Inc. Proxy

I hereby appoint Gary Klatt or Bob Funk as my proxy (with full power of substitution) to attend the IATA's Annual Membership Meeting to be held April 29th, 2017 and any adjournment thereof and to vote on my behalf on all matters that may properly come up for membership approval during the meeting.

Dated: _____, 2017

Signature: _____

Printed name: _____

Please return to:

Ice Age Trail Alliance, Inc.
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2110 Main Street
Cross Plains, WI 53528