



Official Notice — 2020 Annual Membership Meeting

This provides Ice Age Trail Alliance, Inc. members with official notice of the IATA's Annual Membership Meeting, Friday, April 24th, 2020, 2:00 PM at the Holiday Inn Convention Center in Stevens Point, 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/2020-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

Mark Glasser (Ellison Bay, WI; Region 1)

Rob Malewicki (East Troy, WI; Region 2)

Current directors recommended for election

Maureen Skelton (Madison, WI; Region 2)

Matthew Underwood (Madison, WI; Region 2)

ITEM II: VOTE — BYLAWS AMENDMENTS

The proposed revisions to the Corporation bylaws shown below are the product of the Bylaws and Policy Committee of the Board of Directors. This committee was comprised of current and former board members and chapter leaders.

Proposed deletions are marked in ~~strikethrough red type~~. Proposed insertions are marked in underlined red type. Explanations follow each set of proposed edits and are marked in *italicized blue type*.

Article II. Membership.

Section 5. Privileges of Membership.

b. Other Privileges. Other membership privileges include participation in various activities, programs and publications of the Corporation and as may be designated from time to time by the Board of Directors.

Members may be appointed to committees by the President if confirmed by the Board of Directors.

This edit clarifies the President's and the Board's role in committee appointments.

Section 9. Notice and Waiver of Notice.

a. Notice. Notice of any regular or special meeting shall be ~~given by oral or written notice~~ delivered to each member of record entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally, ~~or~~ by mail, by email, or by official Alliance publication, by or at the direction of the President...

This edit clarifies how meeting notices may be delivered.

Section 10. Quorum. Eighteen (18) voting members of the Corporation, present in person or via teleconference, or represented by proxy (consistent with Article III; Section 12), shall constitute a quorum...

This edit clarifies how members may participate in meetings to reach a quorum.

Section 17. Chapters.

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 consistent with Alliance policies and procedures needed to carry out its responsibilities consistent with the Corporation's policies and non-profit status.

(2) A chapter shall not enter into contracts or agreements ~~involving in excess of \$1500 without written authorization of the Executive Director~~ without the prior written authorization from the Executive Director. All expenditures shall be consistent with the Financial Procedures Policy.

These edits clarify how Alliance policies relate to chapter fundraising efforts and other chapter business activities.

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. Notice of the date and time 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. Reports on each item shall be submitted to the Executive Director within 14 days.

This edit adds a specific reporting responsibility for chapter leaders relating to the chapter's annual meeting.

Article III. Board of Directors.

Section 2. Number. The number of voting directors comprising the Board of Directors shall be eighteen (18). No more than eight (8) directors nor less than four (4) directors shall reside in, or be affiliated with or own property in, each of the three geographical regions as designated on the map of the State of Wisconsin attached to these Bylaws as Exhibit A. ~~At least five (5) of the voting directors shall be current or previous officers of a chapter.~~ To the extent practicable, every effort will be made to maintain a minimum of five (5) directors with current or previous service as an officer or other leadership role of a chapter.

These edits ease restrictions related to where board members reside and their previous volunteer experience with the Alliance. While a wide range of geographic representation and volunteer experience is ideal, the intent of the new language is to increase the ability of the board's Leadership Development Committee to consistently recruit the best candidates possible.

Section 9. Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of April in each year, immediately following the annual meeting of the members, for the purpose of transacting such business as may come before the meeting, election of officers, and confirmation of committee chairpersons and members.

This edit further defines the activities of the board's annual meeting.

Section 10. Regular Meetings. The Board of Directors shall meet at least quarterly and may provide by resolution for additional regular or stated meetings of the Board. All such meetings shall be held at the direction of the President at a fixed time and place...

This edit clarifies the president's role in establishing date and time of all board meetings.

Section 20. Conflict of Interest.

b. Any director having duality of interest or conflict of interest on any matter shall be removed from the meeting, abstain from voting on the matter, and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors prior to formal discussion and voting since his or her knowledge may be of great assistance.

c. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the party left the meeting chamber, the abstention from voting, and the quorum situation.

c. If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained consistent with items b. and c., above.

These edits clarify several points related to conflict of interest and private inurement.

Article X. Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the President, ~~the President-Elect or by any Vice President and countersigned by any different person who is a Vice President~~, the Secretary or Assistant Secretary, or the Treasurer ~~or Assistant Treasurer~~. The Board of Directors may, however, authorize any one of such officers...

These edits clarify authorities of specific officers.

Ice Age Trail Alliance, Inc. Proxy

I hereby appoint Marilyn Nash, Secretary, or Robert Funk, President, as my proxy (with full power of substitution) to attend the IATA's Annual Membership Meeting to be held April 24th, 2020 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: _____, 2020

Signature: _____

Printed
name: _____

Please return to:

Ice Age Trail Alliance, Inc.
PO Box 128
Cross Plains, WI 53528

(A proxy is for use by those who are not planning to attend the meeting in person.)