

**FRIENDS OF THE CHIPPEWA RIVER STATE TRAIL, INC.
BYLAWS**

Current

ARTICLE I NAME AND PURPOSE

Section 1. The name of the corporation is "Friends of the Chippewa River State Trail, Inc."

Section 2. This corporation is organized for the charitable and educational purpose of supporting, assisting, and promoting the Wisconsin Department of Natural Resources with interpretive, scientific, historical, educational, and related visitor services on the Chippewa River State Trail. All activities are limited to those that qualify the corporation as a tax-exempt organization under IRS 501(c)(3) regulations.

- a. Increase community awareness, use and support.
- b. Promote and encourage the development and improvement of the trail.
- c. Sponsor and support volunteer interpretive services and environmental education activities, seminars, lectures, and other activities that contribute to the interpretive and educational programs of the trail.
- d. Provide for the distribution or sale of appropriate interpretive materials, such as books, pamphlets, and photography along the trail.
- e. Provide financial support to the trail for the furtherance of its interpretive programs, facilities, and resources, raising revenues through such methods as membership fees, donations, sales and special events.

ARTICLE II MEMBERSHIP

Section 1. There shall be four classes of membership in this corporation:

- a. Regular Membership. Any person who is of good character and dedicated to the purposes of this organization shall be eligible for regular membership upon acceptance of his or her application by the Board of Directors and payment of such dues and initiation fees as may be established by the Board of Directors. A regular member is entitled to one vote at a membership meeting.
- b. Family Membership. Any person eligible to be a regular member, together with his or her spouse and dependant minors, shall be eligible for family membership upon payment of such dues as may be established by the Board of Directors. Each family membership is entitled to two votes at a membership meeting.

- c. Honorary Membership. Any person eligible to be a regular member shall be eligible to be an honorary member by resolution of the Board of Directors. An honorary member pays no dues or initiation fees and is not eligible to vote.
- d. Business Membership. Any business may become a business member by paying business dues as established by the Board of Directors. Each business member will be able to designate one person of that business to vote on its behalf.

Section 2. All membership dues shall be paid on an annual basis concurrent with the fiscal year. All membership dues are nonrefundable.

Section 3. All members shall be eligible to receive all annual or other reports of the corporation and all members may attend the annual or other meetings of the corporation. Only regular and family members, or the designate of a business membership, may become officers or directors of the corporation or vote in any election or on any matter submitted to the membership for a vote.

Section 4. Any member may withdraw from the corporation upon giving notice in writing to the Board of Directors. Any members may be removed from membership upon good cause and by unanimous vote of the Board of Directors.

ARTICLE III ORGANIZATION AND ADMINISTRATION

Section 1. The Board of Directors shall consist of seven (7) directors elected from the voting membership of the corporation. At the time of the adoption of these bylaws, the existing Board of Directors shall designate two of its number to serve for four years, and two for two years. Thereafter, the term for a director shall be two years. At each annual meeting, directors shall be elected to succeed those directors whose terms will be next expiring. Each director shall take office on March 1 following his or her election and shall serve for two years, or until a successor is elected or appointed. Directors may not be elected for more than two successive terms. The out-going president shall be automatically installed as a director-at-large and hold that office for one year. He/she will serve in an advisory capacity and have no vote on the Board of Directors.

Vacancies on the Board of Directors shall be filled by selection and appointment by a majority of the remaining directors until the next election.

Section 2. The Board of Directors named in the Articles of Incorporation shall constitute the initial Board of Directors.

Section 3. The Board of Directors shall meet as soon as practical after newly-elected directors take office and at such other times as the president may call a meeting, or at any time that the property coordinator, with the concurrence of three or more members of the Board of Directors, may request a meeting.

Section 4. Three (3) directors shall constitute a quorum for the transaction of business at a Board of Director's Meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. At its first meeting after newly-elected directors take office, the Board of Directors shall elect the following officers, all of whom shall serve without compensation for a one year term.

- a. **President.** The president shall be a member of the Board of Directors and shall preside at all corporation meetings. Under the direction of the Board of Directors, the President shall conduct and supervise all the business of the corporation.
- b. **Vice-President.** The vice president shall be a member of the Board of Directors and shall, in the absence of the president, perform the duties of the president.
- c. **Secretary.** The secretary shall be a member of the Board of Directors and shall keep minutes of all meetings, forward all required notices to members, and maintain the records of the corporation.
- d. **Treasurer.** The treasurer need not be a member of the Board of Directors and shall not be an employee of the Wisconsin Department of Natural Resources. Unless a member of the board, the treasurer shall have no vote in actions taken by the board. The treasurer shall administer the finances of the corporation and supervise the keeping of the corporation's financial records. The treasurer shall submit an annual financial statement to the board for presentation and approval at the annual meeting.

Section 6. The Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities through the property coordinator and a business manager if one is employed. The powers of the board shall be limited only by law, the Articles of Incorporation, these bylaws, and the policies of the Department of Natural Resources.

Section 7. The property coordinator shall be the superintendent or such other person as the superintendent shall appoint to the position. The term of office shall be until replaced by the superintendent. The property coordinator shall serve as the Department of Natural Resources representative to the Board of Directors and shall advise the Board on all program needs. The property coordinator shall meet with the board, but shall have no vote on actions taken by the board. The property coordinator shall act as an advisor on all publication activities. The property coordinator shall not sign checks or legal contracts as a representative of the corporation.

Section 8. The Board of Directors may select and appoint an advisory committee of interested scientists, historians, and friends of the Chippewa River State Trail available for consultation on matters of the corporation and technical questions. Committee members should represent the principal fields of the corporation's endeavor and should be invited and encouraged to offer suggestions and criticisms of the policies and work of the corporation.

ARTICLE IV MEETINGS

Section 1. The corporation shall hold an annual meeting in an appropriate place during the month of February. Notice of the time and place of such meeting and its agenda shall be given by mail to all members of the corporation. Other meetings may be called by the Board of Directors or by the written request of ten percent of the members of the corporation.

Section 2. A quorum is not required at member meetings. The president shall conduct such meetings. Only voting members present may vote on the election of directors or other motions made at meetings and a simple majority will rule.

All meetings will be conducted according to Roberts Rules of Order.

Section 3. At the annual meeting, the annual report of the corporation's activities and its plans for the future shall be presented. The treasurer shall present a financial report.

Directors shall be elected at the annual meeting in accordance with Article III, Section 1 of these bylaws. Nominations for such positions shall have been made by the membership and included in the notice of the annual meeting. Other nominations may be made from the floor of the meeting. Those nominations receiving the highest number of valid votes cast will be elected; a tie vote will be broken by the president.

ARTICLE V PROPERTY, FUNDS AND ASSETS

Section 1. All property, funds and assets of any nature received or acquired by the corporation shall be taken, held, disposed of, and expended in the following manner.

All monies received from membership fees and the sale of publications, or derived in any manner from the business operations of the corporation, shall be deposited in the operations fund and shall be used for the support of the Chippewa River State Trail and its missions and activities; publication of technical/educational materials, supplies and equipment, travel expenses, secretarial employment, and other miscellaneous expenses incurred by the corporation in the usual course of business.

Money received by donations for specific purposes shall be expended only for the purposes specified by the donor.

Section 2. The corporation shall maintain all funds in any bank or savings and loan association whose deposits are insured by an agency of the United States. The Board of Directors shall determine the financial institutions used for this purpose. All checks drawn from checking accounts and withdrawals from savings accounts shall require the signature of two officers except for checks of One Hundred (\$100.00) dollars or less which may be signed by one officer. The officers shall be bonded at the discretion of the Board of Directors.

Section 3. No income of the corporation shall be distributable to its directors or officers.

Section 4. The fiscal year of the Friends of the Chippewa River State Trail, Inc. shall be from January 1 to December 31.

Section 5. An audit committee selected by the Board of Directors shall examine the financial records of the corporation and submit a report within 30 days of the annual meeting.

ARTICLE VI MISCELLANEOUS

Section 1. The principal place of business of the “Friends of the Chippewa River State Trail, Inc.” shall be in Eau Claire, Wisconsin.

Section 2. The Board of Directors may adopt a corporate seal as it sees fit.

ARTICLE VII AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended by a majority vote at any duly noticed meeting of the members. Proper notice would be a written notice distributed to members at least one week before the meeting.

ARTICLE VIII DISSOLUTION

Section 1. In the event of the dissolution of the “Friends of the Chippewa River State Trail, Inc.,” all net assets shall be transferred to the Wisconsin Department of Natural Resources. Any portion of funds donated for specific purposes will be so designated to the extent possible.

Originally Adopted in: September, 1992

Amendment No. 1: March 1, 1999

