

NORTHERN PADDLE AND TRAIL SOCIETY, INCORPORATED

BYLAWS

ARTICLE I NAME

The name of our organization is Northern Paddle and Trail Society, Incorporated. It will also be referred to as Northern Paddle and Trail, or also NP&T.

ARTICLE II PURPOSE

Northern Paddle and Trail was created to provide a variety of silent sports outings and activities to silent sports persons. This is the main purpose of the organization.

Additional Purposes of NP&T include, but are not limited to:

- A) Support for preservation and/or expansion of areas in which silent sports activities can be enjoyed.
- B) Sponsorship and/or promotion of silent sports resources and/or activities.
- C) Provide education about:
 - Silent sports activities
 - Silent sports techniques
 - Environmental stewardship
 - Environmental issues
 - Our natural world
- D) Sponsoring meetings or gatherings for the purpose of getting to know other silent sports persons, exchanging ideas, and broadening horizons.
- E) Interact with, exchange ideas with, and/or co-host outings or activities with similar organizations.
- F) Interact with and exchange ideas with silent sports experts.
- G) Sponsoring or hosting fund-raisers.
- H) To include as many interested persons as possible, and to offer as diverse a range of silent sports activities as possible.
- I) To accept gifts and/or donations

- J) NP&T, upon authorization of the Board of Directors, can make distributions of assets to such organizations whose purposes are consistent with at least one of the above NP&T Purposes and that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE III STATUS AND LIMITATIONS

SECTION 1 STATUS: To carry out the program of Northern Paddle and Trail, and to make effective representations on behalf of its members, Northern Paddle and Trail shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes.

SECTION 2 FINANCIAL LIMITATIONS: No part of the net earnings of NP&T shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the NP&T Board of Directors shall be authorized and empowered to pay reasonable expenses incurred by or on behalf of NP&T, and to pay reasonable compensation for services rendered to NP&T or on behalf of NP&T, and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof, as directed by resolutions passed by the Board of Directors.

SECTION 3 POLITICAL LIMITATIONS: No substantial part of the activities of NP&T shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and NP&T shall NOT participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 4 OTHER LIMITATIONS: Notwithstanding any other provision of these Bylaws, NP&T shall NOT carry on any other activities **not permitted** to be carried on by an organization exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV LOCATION

The principle office of Northern Paddle and Trail, at which the general business of NP&T will be transacted, and where the records of NP&T will be made available when deemed necessary, will be at such a place in the State of Wisconsin as may be fixed by the Board of Directors. Initially the address and location will be:

Northern Paddle and Trail
Bill Jaeger, Treasurer
6259 Black Lake Road
Rhineland, Wisconsin 54501

ARTICLE V MEMBERSHIP

SECTION 1 MEMBERSHIP: Membership will be in four categories:

- A) Individual

- B) Family
- C) Sponsorship--this category is for businesses or associations that want to form an alliance with NP&T by offering services and/or discounts to NP&T or its members.
- D) Associate--this category is for businesses or associations that donate monies to NP&T. The minimum donation required to achieve Associate Membership will be set by a Board of Directors directive.

SECTION 2 DUES: Dues will be charged of Individual Memberships and Family Memberships. The amount of the dues will be set yearly by the Board of Directors.

SECTION 3 VOTING PRIVILEGES: Only Individual Memberships and Family Memberships will have voting privileges. For all votes taken of the membership, whether at a membership meeting or voting for new Board of Directors, the votes per membership will be as follows:

Individual Membership: 1 vote

Family Membership: 2 votes

SECTION 4 NEWSLETTER: All memberships shall receive the NP&T newsletter.

SECTION 5 NON-DISCRIMINATION: Northern Paddle and Trail does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

ARTICLE VI MEMBERSHIP MEETINGS

SECTION 1 ANNUAL MEETING: The annual meeting of the membership will be held in the last month of the third quarter or early in the fourth quarter of the fiscal year, at a date and time to be determined yearly by the Board of Directors.

SECTION 2 SPECIAL MEETINGS: Special meetings of the membership may be called by a majority vote of the Board of Directors.

SECTION 3 NOTIFICATION OF MEMBERSHIP MEETINGS: Notification of the annual meeting or of special meetings of the membership will be either via U.S. Mail, E-Mail, or by personal phone call to each membership. The meeting date, time, and location will be specified in the communication. The business to be transacted will be specified. Other business may be brought up and acted upon at a meeting, where appropriate.

SECTION 4 PROCEDURE: *Robert's Rules of Order*, in the current revised edition shall be in force at all meetings of NP&T membership and at all meetings of NP&T committees. Since NP&T does not have a single designated leader, the Board of Directors will designate one of the Directors to chair at each membership meeting. *Robert's Rules of Order*, in the current revised edition and modified by the fact that NP&T Board of Directors does not have a single designated leader, will be in force at the Board of Directors meetings. Non-members of NP&T may be recognized to speak at NP&T meetings and/or functions.

SECTION 5 VOTING: Voting on motions made at a membership meeting may not be by proxy. A quorum will consist of the number of members present at any properly-noticed membership meeting. A simple majority vote of the members present and entitled to vote will rule on any motion or issue on which a vote is taken, unless otherwise specified by these Bylaws.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1 AUTHORITY: Subject to any and all directives of the Annual Meetings and all Special Meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of Northern Paddle and Trail, including the collecting and distribution of NP&T monies.

SECTION 2 COMPOSITION: The NP&T Board of Directors shall include a directly-elected Treasurer/Membership Secretary and four at-large Directors. The Board of Directors will govern both the Board of Directors meetings as well as all membership meetings as a composite group. The Board of Directors will designate one of the Directors to chair at each membership meeting.

SECTION 3 NON-DISCRIMINATION: Northern Paddle and Trail is committed to a policy of fair representation on its Board of Directors.

SECTION 4 ELECTIONS: The Board of Directors shall nominate at least one NP&T member for each upcoming vacancy on the Board. At the Annual Membership Meeting, additional nominations will be accepted from the NP&T membership. All elections for the Board shall be conducted by U.S. Mail, at a time shortly following the Annual Membership meeting.

SECTION 5 TERMS OF OFFICE: Except for the initial Board of Directors, which were elected in the summer of the year 2000, the terms of the Board of Directors will be for two years. The terms will start on 1 January and end two years later on 31 December. The terms of the initial Board are as follows: The first elected Treasurer/Membership Secretary will serve until 31 December 2002. The two highest vote-getters of the four at-large elected Directors will serve until 31 December 2002. The two other Directors will serve until 31 December 2001. Elections will be held just after the Annual Membership meeting starting with the year 2001 to fill all upcoming vacancies on the Board of Directors.

SECTION 6 VACANCIES: In the event of any mid-term vacancy, the Board of Directors will appoint a new Director to serve until the end of that fiscal year. At that time the vacancy will be filled by election.

SECTION 7 REMOVAL OF A DIRECTOR: Any Director may be removed from the Board of Directors. The removal will be by an affirmative vote of two-thirds of the members present and entitled to vote at a specially called Special Membership meeting. Such action can be initiated by either:

- A) A two-thirds vote of the Board of Directors, OR
- B) A petition containing the signatures of at least one-third of the general membership.

The Director involved will be given the opportunity to be heard at the meeting at which the Director's removal is being considered.

SECTION 8 COMPENSATION: No compensation will be paid to any member of the Board of Directors for services as a member of the Board.

SECTION 9 BOARD MEETINGS: The new Board shall meet early in each new year. The subsequent Board meetings will be on an as-needed basis, but with at least one meeting in each quarter of the year. The meetings will be held at places, dates, and times to be established by the Board. A quorum will consist of at least three of the Board members. The Board meetings shall be open to any NP&T member. Decisions shall be made by majority of the Directors present, unless otherwise specified by these Bylaws. A tie vote shall be interpreted as a vote of Non-Action on the issue in question. Between meetings, the Board may carry on business by a Board member soliciting decisions from the other Board members through written, oral, or E-Mail communications. Such Board decisions will be noted in the minutes of the next formal Board meeting.

SECTION 10 OFFICERS: There will be only two Officers of NP&T: The directly elected Treasurer/Membership Secretary, and a Recording Secretary, who will be selected yearly at the initial meeting of each new Board of Directors. The Recording Secretary must be a Board member. The Treasurer/Membership Secretary shall maintain a current record of the names and addresses of all NP&T members. The Treasurer/Membership Secretary shall maintain the financial records of NP&T and shall be in charge of collecting and distributing NP&T monies as outlined in Article IX. The Treasurer/Membership Secretary shall prepare a financial statement, which will be generated and presented to the Board of Directors on a quarterly basis. The third quarter financial statement will be presented at the NP&T Annual Meeting. If the Board of Directors determines the need, the Board of Directors will generate a proposed budget to be presented at the NP&T Annual Meeting.

The Recording Secretary shall maintain the official records of NP&T, as well as maintaining the NP&T Archives. The Recording Secretary shall record and distribute the minutes of all Membership Meetings, as well as all Board Meetings.

SECTION 11 AGENTS: The Board of Directors may authorize an agent or agents of NP&T to enter into any contract or execute and deliver any instrument in the name of and on behalf of NP&T. The Board of Directors, at the time that an agent or agents are authorized on behalf of NP&T, will define exactly the limits of the authority given to each agent or agents as well as specifying the time duration that each agent or agents will have said designated authority. The authority given to any agent or agents may be revoked by Board of Directors action.

ARTICLE VIII COMMITTEES

The Board of Directors may appoint committees or enfranchise *ad hoc* committees generated within the membership. Each committee must carry out at least one of the purposes of NP&T. The Board of Directors has the right to dissolve or disenfranchise any existing committees.

ARTICLE IX MISCELLANEOUS PROVISIONS

SECTION 1 LIMITATION OF AUTHORITY: No action by any member, committee, or Board of Directors member shall be binding upon, or constitute an expression of the policy of NP&T until it has been approved or ratified by the Board of Directors

SECTION 2 INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Wisconsin Law, NP&T will have the power to indemnify and hold harmless any director, officer, employee, or agent from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, employee, or agent, except in cases involving willful misconduct.

SECTION 3 FUNDS:

- 1) NP&T shall use funds for any or all of the following:
 - a. Publishing and distribution of membership newsletter.
 - b. Purchasing any and all insurance deemed necessary as authorized by Board of Directors.
 - c. Purchase of any and all equipment as authorized by Board of Directors.
 - d. To accomplish the purposes of NP&T authorized by Board of Directors and/or these Bylaws.

- 2) NP&T will not accept or distribute any monies or assets that do not conform with the rules governing tax exempt organizations.
- 3) Except for the restrictions listed in (2) above, NP&T shall have a general operating fund, and also may establish other specifically dedicated funds with the approval of the Board of Directors. Monies may be transferred between any of the funds, excluding those funds that were specifically dedicated at the time that the fund was established, by resolution of the Board of Directors. The Board of Directors, upon acceptance of any monies from donations, shall honor restrictions placed on the use of such funds by the donor at the time of the donation. Funds shall be deposited in a timely manner at a financial institution designated by the Board of Directors.

SECTION 4 SIGNATURES FOR PAYMENTS: The Treasurer or his/her designated Board member, unilaterally, has authority for distributing monies from the general operating fund. The Board of Directors, prior to monies being distributed, shall determine procedures and authorities to distribute monies from special funds.

SECTION 5 RECORDS: All books and records of NP&T will be made available for inspection by any NP&T member or his or her attorney for any proper purpose at a convenient and reasonable time.

SECTION 6 FISCAL YEAR: The fiscal year of NP&T will be 1 January through 31 December.

SECTION 7 AUDIT: The Board of Directors may order any audit as it deems necessary.

SECTION 8 NON-MONETARY ASSETS: The Board of Directors shall have the power to define the limits and guidelines for the usage, storage, distribution, and/or the disposal of non-monetary assets of NP&T.

ARTICLE X ADOPTION AND AMENDMENTS

These Bylaws, and any amendments thereto, may be adopted at the appropriate Annual or Special Membership meeting of NP&T by a two-thirds vote of the members present and entitled to vote. After the Bylaws have been accepted, any proposed amendments will be published in the notice of that membership meeting at which said proposals are to be voted on.

ARTICLE XI DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of ALL Directors, may recommend that NP&T be dissolved and that the question of such dissolution be submitted for a vote of the NP&T membership at a subsequent Membership Meeting. Notice of the meeting shall highlight the question of dissolution. A two-thirds affirmative vote of the NP&T members present and entitled to vote shall be required to approve the resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the NP&T members, as provided under State of Wisconsin law. The Plan of Dissolution will then be presented to the NP&T membership. A two-thirds affirmative vote of the NP&T members present and entitled to vote, will accept the Plan of Dissolution and dissolve NP&T. Upon the dissolution of NP&T, all the assets of NP&T shall be distributed to one or more exempt purposes within the guidelines set out in SECTION 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of NP&T is located, to be used exclusively for such purposes or to

such organization or organizations, as said Court shall determine, which is organized and operated exclusively for such purposes.

CERTIFICATION

These Bylaws were adopted by a vote of 20 yes votes and 0 no votes at the NP&T Special Membership meeting on this the 19 day of April, 2001.

Stuart N. Boismenu, Recording Secretary

William C. Jones

[Signature]

William C. Hill

Samuel Reed

Board of Directors, NP&T

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