

BYLAWS

St. Croix Bike and Pedestrian Trails Coalition, Inc.

TABLE OF CONTENTS

Article Number and Title	Page
Article I – Name and Purpose	1
Article II – Membership	1
Article III – Organization	2
Article IV – Administration	3
Article V – Meetings	6
Article VI – Committees	7
Article VII –Indemnification	7
Article VIII – Property, Funds and Assets	8
Article IX – Records Retention	8
Article X – Amendment of By Laws	9
Article XI – Miscellaneous	9

BYLAWS
St. Croix Bike and Pedestrian Trails Coalition

ARTICLE I

NAME AND PURPOSE

Section 1. The name of the corporation shall be St. Croix Bike and Pedestrian Trails Coalition, Inc.

Section 2. The corporation is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, to support creation of a framework of bike and pedestrian trails that connect the St. Croix River Crossing trail to greater St. Croix County and beyond.

In order to accomplish this purpose, the corporation has the following objectives:

- a. Maintain a viable, volunteer corporation representing St. Croix County communities, and
- b. Serve as liaison between the communities and governmental entities, citizens and bike organizations, and
- c. Provide information about trail opportunities in the area, and
- d. Seek funding opportunities for acquisition of property, trail construction, trail management and trail maintenance, and
- e. Acquire property and assets as opportunities are presented and provide management of same either as sole manager or in cooperation with other entities.

ARTICLE II

MEMBERSHIP

Section 1. There shall be one class of membership in the corporation:

- a. **Membership.** Any person 18 years of age or older, of good character and dedicated to the purposes of this organization shall be eligible for membership upon completion of the membership application and payment of any fees that may be established by the Board of Directors. Members are entitled to one vote each.
 - i. Members may vote on issues of a general nature regarding the corporation business.
 - ii. Membership papers for current members must be completed annually by December 31st of the current membership year to remain eligible to vote in the next calendar year. Payment of any fees that may be established by the Board of Directors must also be received by the corporation to remain eligible to vote. Members that are bicycle organizations or nonprofit organizations will not be required to submit any fees with their membership papers.
 - iii. Membership papers for new members may be filed at any time during the year.
 - iv. Membership papers must be in the membership book kept by the corporation and payment of any fees that may be established by the Board of Directors must be received by the corporation at least 1 month prior to becoming a member in good standing and therefore eligible to vote on corporation matters.
 - v. Members may not conduct business for or provide communication from the corporation without being granted the authority to do so by the Board of Directors.

BYLAWS

St. Croix Bike and Pedestrian Trails Coalition

Section 2. Voting privileges of members in good standing are limited to voting at the annual membership meeting and any general meeting of the membership. All other activities of the corporation shall be determined by action of the Board of Directors.

Section 3. Members shall be eligible to receive all annual or other reports of the corporation and may attend the annual or other general meetings of the corporation.

Section 4. Only members in good standing with the corporation may become officers or directors of the corporation. Only members in good standing with the corporation may vote in any election or any matter submitted to the membership for a vote.

Section 5. A membership may be revoked, with or without cause, by a 2/3 vote of the Board of Directors.

ARTICLE III

ORGANIZATION

Section 1. The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS
St. Croix Bike and Pedestrian Trails Coalition

ARTICLE IV

ADMINISTRATION

Section 1. The Board of Directors shall consist of not less than six nor more than ten directors who are voting members in good standing of the corporation. The Board of Directors shall also include two(2) alternate members who attend all meetings and contribute to the decision making process of any Board of Director business and who shall become voting members of the Board of Directors when a seated Director is absent. Alternates shall be designated as Alternate1 and Alternate 2.

- a. Each director's term of office shall be three years.
- b. Directors shall be elected by a majority vote of all members in good standing present at the Annual Meeting to succeed those directors whose terms will be next expiring. Each director thereafter shall take office at the next regularly scheduled Board of Directors meeting following his/her election and shall serve for three years or until a successor shall be elected or appointed.
- c. The number of members of the Board of Directors may be changed by a 2/3 vote of the Board of Directors.
- d. Each Alternate's term of office shall be two years.
- e. Alternates shall be appointed by the Board of Directors at its first meeting following the Annual Meeting each year.
- f. The initial Alternates shall be appointed for the following term: Alternate 1 for a two year term and Alternate 2 for a one year term. Following the initial appointments, one Alternate shall be appointed each year as his/her term expires.
- g. The Board of Directors will fill any vacancies that may occur in the Alternate positions in a timely matter as interested candidates become available.

Section 2. Vacancies on the Board of Directors shall be filled by selections and appointment by a majority of the remaining directors. Vacancies shall be filled within a reasonable amount of time. A vacancy shall be defined as occurring when a Director either resigns or is removed from the Board of Directors during his/her three year term.

Section 3. The initial Board of Directors and its officers shall be those directors and officers duly elected and holding office under the Coalition By-Laws prior to the corporate filing.

Section 4. The Board of Directors shall meet as soon as practical after newly-elected directors take office each year after the annual meeting, at such other times as the chairperson may call a meeting or upon request of a majority of the directors of the corporation.

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.

- a. **Chairperson.** The chairperson shall be a member of the Board of Directors and preside at meetings of the board and the membership. The chairperson will also assist the secretary in formalizing the agenda for both general membership and Board of Director's meetings.
- b. **Vice Chairperson.** The vice chairperson shall be a member of the Board of Directors, shall assume the duties of the chairperson in his or her absence, and shall perform such other duties as may be assigned by the Board of Directors or delegated by the chairperson.

BYLAWS

St. Croix Bike and Pedestrian Trails Coalition

- c. **Secretary/Information Director.** The secretary/information director shall be a member of the Board of Directors and shall keep minutes of all meetings of the board, of the general membership and be responsible for minutes of ad hoc committees. The secretary/information director shall give proper notice of all meetings of the Board of Directors, general membership and ad hoc committees. The secretary/information director shall see that all relevant information needed to make the corporation decisions is provided to the Board of Directors, the general membership and ad hoc committees.
- d. **Treasurer.** The treasurer shall be a member of the Board of Directors. The treasurer shall administer the finances of the corporation and supervise the keeping of the corporation financial records. The treasurer shall have power to endorse for deposit all notes, checks and drafts received by the corporation. A monthly financial report shall be provided to the Board of Directors. The treasurer shall have shared power with the secretary/information director to issue checks and drafts in the name of the corporation as ordered by the Board of Directors. All checks or drafts must be endorsed by both the secretary/information director and the treasurer. The treasurer shall render to the Board of Directors whenever requested an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall submit an Annual Financial Statement to the board for presentation and approval at the annual meeting to begin with fiscal year 1/1/2015.
- e. **Grant Coordinator.** The grant coordinator shall be a member of the Board of Directors and shall coordinate information and/or filings for grant moneys for the corporation and for organizations requesting assistance from the corporation.
- f. No more than two positions or functions may be held or exercised by the same person. The chairperson cannot hold the vice chairperson position and the treasurer cannot hold the secretary/information director position.
- g. The Board of Directors may choose to add new directors from time to time until the maximum of ten members is reached. A majority vote of the current Board of Directors shall be required to add a new director.

Section 5. Board of Directors shall formulate all the operational policies of the corporation and shall coordinate its activities. The powers of the board shall be limited only by the law and these bylaws.

Section 6. All officers of the corporation shall have such authority and perform such duties as may be designated from time to time by the Board of Directors.

Section 7. Removal of any one or more directors may occur with or without cause at any time by an affirmative vote of two-thirds of the Board of Directors.

Section 8. Any officer may resign by giving written notice to the Board of Directors. The resignation is effective without acceptance when the notice is given to any of the officers of the Board of Directors, unless a later effective date is named in the notice. A vacancy in an office for any reason may, and in the case of a vacancy in the office of a chairperson or treasurer must, be filled for the unexpired part of the term as determined by the Board of Directors, provided that in the absence of an election or appointment of officers by the Board of Directors, the persons

BYLAWS

St. Croix Bike and Pedestrian Trails Coalition

exercising the principal functions of the chairperson or the treasurer is considered to have been elected to the office.

Section 9. Conflict of Interest

1. Definitions for purposes of this section are as follows:
 - a. "Anything of value" means any money or property, favor, service, payment, advance, forbearance, loan, or promise of future employment, but does not include compensation and expenses paid by the Coalition,
 - b. "Associated", when used with reference to an organization, includes any organization in which an individual or a member of his or her immediate family is a director, officer or trustee, or owns or controls, directly or indirectly, and severally or in the aggregate, at least 10% of the outstanding equity or of which an individual or a member of his or her immediate family is an authorized representative or agent.
 - c. "Gift" means the payment or receipt of anything of value without valuable consideration.
 - d. "Immediate family" means:
 - i. An individual's spouse; and
 - ii. An individual's relative by marriage, lineal descent or adoption who receives, directly or indirectly, more than one-half of his or her support from the individual or from whom the individual receives, directly or indirectly, more than one-half of his or her support.
 - e. "Substantial Benefit" shall be determined by the Board of Directors.
2. Conflict of interest prohibited;
 - a. No Board of Directors member may:
 - i. Accept any gift or gifts, whether in the form of service, loan, thing or promise, having an aggregate value of an amount more than \$50 during any calendar year from any person, firm or corporation who or which to his knowledge is interested, directly or indirectly, in any manner whatsoever in business dealings with the corporation or that may tend to influence him in the discharge of his duties or grant in the discharge of his duties any improper favor, service or thing of value.
 - ii. Be compensated for professional advice given to the Corporation,
 - iii. Take any official action substantially affecting a matter in which the board member, a member of his or her immediate family, or an organization with which the board member is associated has a substantial financial interest,
 - iv. Use his or her board membership in a way that produces or assists in the production of a substantial benefit, direct or indirect, for the board member, one or more members of the board member's immediate family either separately or together, or an organization with which the board member is associated,
 - v. This section does not prohibit a board member from taking any action concerning the lawful payment of salaries or employee benefits or reimbursement of actual and necessary expenses, or prohibit a board member from taking official action with respect to any proposal to modify corporation by-laws, standard procedures or other similar documents governing the operation of the Corporation.
 - vi. The Board of Directors shall have decision making powers regarding conflict of interest issues raised.

BYLAWS

St. Croix Bike and Pedestrian Trails Coalition

Section 10. Power to dissolve the corporation is hereby delegated to the Board of Directors and may be executed at any meeting of the board provided that proper notice has first been given to the individual directors by mail or e-mail at least seven days before the meeting. Such action must be executed by a two-thirds vote of the directors present.

ARTICLE V

MEETINGS

Section 1. The, time and place of the annual membership meeting shall be set by the Board of Directors.

- a. Special meetings shall be set by the board chairperson. A majority of the Board of Directors may also call special meetings.
- b. Notice of the place, date and time of the annual, regular and special meetings, along with a tentative agenda, shall be mailed or e-mailed to each voting member not less than seven days prior to the meeting date.

Section 2. The members present shall constitute a quorum in a general membership meeting. A majority vote of the quorum shall be binding on all members. The chairperson shall conduct meetings. Only members in good standing and present may vote on motions made at meetings.

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

Section 4. Regular meetings of the Board of Directors may be held from time to time at such place as the Board of Directors may designate. Special meetings of the Board of Directors may be called for any purpose by the chairperson or upon request of a majority of the directors of the corporation.

Section 5. At each meeting of the Board of Directors, the presence of a majority of the directors, including Alternates, shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a majority of the directors present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though one or more directors withdraws from the meeting leaving less than a quorum.

Section 6. A meeting among directors by means of communication through which the directors may simultaneously hear each other during the conference is a board meeting if the same notice is given of the conference as would be required before a meeting and if the number of directors participating in the conference is a quorum.

Section 7. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by 2/3 of the directors then in office in accordance with the provision of Section 181.0821 of Wisconsin Statutes. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action.

Section 8. All meetings held by the corporation, its Board of Directors or any ad hoc committee shall be conducted according to the latest version of *Roberts Rules of Order*.

BYLAWS
St. Croix Bike and Pedestrian Trails Coalition

ARTICLE VI

COMMITTEES

Section 1. The Board of Directors may designate from time to time one or more ad hoc committees and may adopt such regulations as it deems advisable with respect to the membership, authority and procedures of such committees.

Section 2. Subject to these Bylaws and to such regulations as the Board of Directors may adopt from time to time, each committee designated by the Board of Directors may fix its own rules of procedure and may hold meetings at such times and places as it may determine.

Section 3. Ad hoc committees shall coordinate with the corporation secretary to keep reasonable records of all meetings and actions. Minutes of committee meetings should be made available to the Board of Directors and to members of such committees.

ARTICLE VII

INDEMNIFICATION

Section 1. The corporation shall indemnify persons acting in an official capacity on behalf of the corporation in the manner and to the extent set forth in Wisconsin Statutes. In addition, the corporation may, at the sole discretion of the Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the board reasonably believes such indemnification to be in the best interests of the corporation.

Section 2. If a person acting in his or her official capacity on behalf of the corporation is made or threatened to be made a party to a legal proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 1 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to financial ability to make the repayment.

Section 3. Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel may be entitled by contract or otherwise under law.

Section 4. The corporation may buy and maintain insurance on behalf of a person in his official capacity against liability asserted against the person in (or arising from) that capacity whether or not the corporation would have been required to indemnify the person against the liability.

BYLAWS
St. Croix Bike and Pedestrian Trails Coalition

ARTICLE VIII

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 derived in any manner from the business operations of the corporation, shall be deposited in an operations fund and shall be used for the support of the corporation and its missions and activities, i.e. miscellaneous supplies, materials and equipment; travel expenses; secretarial needs; and other miscellaneous expenses incurred by the corporation in the usual course of business.

- a. Money received by donations for specific purposes, when possible and agreed to, shall be expended only for the purposes specified by the donor.

Section 2. The corporation shall maintain all funds in any bank, credit union 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 the treasurer and the chairperson.

Section 3. No income of the corporation shall be distributable to its directors or officers. Reasonable compensation or wages may be established by the board of directors for services rendered or work performed by employees of the corporation who are also officers of the corporation.

ARTICLE IX

RECORDS RETENTION

Section 1. The Treasurer shall keep all financial records of the corporation for at least 7 years, unless a regulation specific to a particular record dictates it must be retained for a longer period of time. Those records shall include but are not limited to bank account statements, tax filings, financial filings required by regulations governing actions taken by the corporation, and financial reports to the corporation.

Section 2. The Secretary/Information Director shall keep all records of corporation meeting and transactions for at least 7 years, unless a regulation specific to a particular record dictates it must be retained for a longer period of time. Those records shall include but are not limited to agendas and minutes of corporation, Board of Directors and ad hoc committee meetings; reports passed by the corporation; membership records; and documents filed with other organizations during the course of corporation business.

Section 3. The Grants Coordinator shall keep all records of grant applications and documentation of either receipt or decline of the funding requested for at least 7 years, unless a regulation specific to a particular record dictates it must be retained for a longer period of time. Financial records related to any grant application shall be kept in coordination with the Treasurer.

BYLAWS
St. Croix Bike and Pedestrian Trails Coalition

ARTICLE X

AMENDMENT OF BYLAWS

Section 1. Power to repeal or amend these Bylaws and to adopt additional bylaws is hereby delegated to the Board of Directors and may be executed at any meeting of the board provided that notice specifying the wording of the change has first been given to the individual directors by mail or e-mail at least seven days before the meeting. Such action must be executed by a two-thirds vote of the directors present.

These Bylaws may also be amended by a two-thirds majority vote at any general meeting of the members duly noticed under Article V(1)(b) at which there is a quorum of directors present. The proposal specifying an amendment to the by-laws must be provided to the secretary/information director for notice to the members at least 7 days prior to the meeting date.

ARTICLE XI

MISCELLANEOUS

Section 1. The registered office of the corporation shall be in 1488 Twenty-third Street, Houlton, Wisconsin 54082.

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

Section 3. The fiscal year of the corporation shall be the twelve-month period ending December 31 of each year or such other period as the Board of Directors may designate.

I hereby certify that the foregoing by-laws were duly adopted by the St. Croix Bike & Trails corporation's Board of Directors at a legal meeting held on the 12th day of April 2017.

David Mandel, Chairperson

Attest: _____
Susan Heuser, Secretary