

42 Section 1. *Chapter Annual Membership Meeting.* The Chapter will hold a
43 Chapter Annual Membership Meeting between November 15 and December
44 15 of each year. It will be held at a convenient time and place designated by
45 the officers. The purpose of this meeting and agenda is to elect officers, review
46 the activities of the preceding year, plan for the coming year, review and
47 approve a budget for the coming year, transact other relevant business
48 required by the Alliance Bylaws, and conduct other business relevant to
49 Chapter operations.

50

51 Section 2. *Nomination and Election.* Officers may be nominated in advance or
52 from the floor at the Chapter Annual Membership Meeting. The consent of the
53 nominee must be obtained before the vote. Election will be by majority votes
54 cast at the meeting of those qualified to vote under Article IX herein.

55

56 Section 3. *Notice of Meetings.* Notice of the time, place, and purpose of the
57 annual meeting shall be mailed or emailed to each member of the Chapter
58 and to the Executive Director of the Alliance not less than ten (10) days nor
59 more than fifty (50) days before the meeting.

60

61 Section 4. *Regular Meetings.* At the Chapter Annual Membership Meeting
62 members present will determine the frequency for Regular Chapter meetings.
63 The Chapter Chair will be responsible for scheduling the Regular Chapter
64 meetings.

65

66 Section 5. *Voting.* Members as defined in Article IX Section 17 b (1) herein have
67 the right to vote on Chapter matters. At every meeting each voting member
68 present will have one vote. When there is a quorum, the majority of eligible
69 voters present will rule.

70

71 Section 6. *Quorum.* At any Regular, Special, or Annual Membership meeting of
72 the membership, six members including at least one of the current officers will
73 constitute a quorum.

74

75 Section 7. *Adjournment.* When a quorum is present, a meeting may be
76 adjourned at any time by motion approved by a majority of the members
77 present.

78

79 Section 8. *Special Meetings.* Special Meetings of the Chapter may be called at
80 any time by the Chair, and must be called by the Chair on receipt of the written
81 or electronic request of 10% of Chapter members.

82

83 **Article V.**

84 **Executive Committee**

85 Section 1. *Membership*. The Chapter Executive Committee will consist of the
86 elected officers of the Chapter. Meetings of the Executive Committee may be
87 called by the Chair, or by any officer if approved by a majority of the officers. At
88 all meetings of the Executive Committee, a quorum shall be a majority of
89 elected officers.

90
91 Section 2. *Authority*. The Executive Committee has all the powers of the Chapter
92 that may be lawfully delegated, except final determination of Chapter policy
93 and budget. Policy may be established on an interim basis, but shall be referred
94 to Chapter members for approval at a meeting or by mail or email vote.

95
96 Section 3. *Chapter Reports*. The Executive Committee will ensure that the various
97 required Chapter Reports are sent to the Alliance.

98

99 **Article VI**

100 **Officers**

101 Section 1. *Title and Number*. The Chapter shall have a minimum of three
102 members serving as officers and a maximum of seven. Officers include the
103 Chapter Chair, one or more Vice Chairs, Secretary, and Treasurer with the
104 positions of Secretary, Treasurer and Chair being required. A member may be
105 elected to hold more than one but not more than two offices concurrently.

106

107 Section 2. *Election*. Election of officers will take place at the Chapter Annual
108 Membership Meeting. The Secretary will notify the Alliance of elected officers
109 within ten days after the meeting.

110

111 Section 3. *Chair*. The Chair will run business meetings and have general charge
112 and supervision of the affairs of the Chapter. The Chair will also perform or
113 delegate other duties that may be assigned from time to time by the Chapter or
114 the Alliance. The Chair will provide or delegate the role of principal liaison with
115 the media and general public for the Chapter. The Chair may represent the
116 Chapter at Alliance business meetings. The Chair shall also serve as Chapter
117 Coordinator as that term is used in the Alliance bylaws and other documents.

118

119 Section 4. *Vice Chairs*. If one or more vice chairs is elected, a vice chair shall be
120 designated to exercise the functions of the Chair in its absence and carry out or
121 delegate such other duties that the Chair or Chapter may request. Vice chairs
122 may be designated to coordinate specific Chapter functions.

123

124 Section 5. *Secretary*. The Secretary will attend and be responsible for keeping
125 written minutes of both Chapter and Executive Committee meetings, for issuing
126 notices, handling Chapter correspondence, and maintaining non-financial
127 records. In the event that the Secretary is not at a Chapter or Executive

128 Committee meeting the Chair may name an interim Secretary to keep and
129 publish meeting minutes.

130
131 Section 6. *Treasurer*. The Treasurer will handle financial matters for the Chapter
132 and report to the Alliance on a monthly basis or as otherwise required by the
133 Alliance. The Treasurer shall be responsible for the development of the annual
134 budget submitted to the members at the Chapter Annual Membership Meeting.

135
136 Section 7. *Compensation*. Chapter officers will serve in a volunteer capacity. No
137 compensation is permitted.

138
139 Section 8. *Officer Vacancies*. The remaining officers may appoint a person to fill
140 any officer vacancy by a majority vote. That person will serve until the next
141 Chapter Annual Membership Meeting. The name and address of the interim
142 officer will be sent to the Alliance office within ten days of the appointment.

143
144 **Article VII.**
145 **Chapter Finances and Contractual Obligations**

146
147 Section 1. *Business Transactions*. The Executive Committee or any of its officers
148 may not spend more than \$300 on any item or activity unless it is part of an
149 approved budget.

150
151 Section 2. *Large Transactions*. Any contract or agreement involving in excess of
152 \$1500 must be approved prior to execution by the Executive Director of the
153 Alliance.

154
155 Section 3. *Budget*. An annual budget will be presented at the Annual Chapter
156 Membership Meeting for adoption by a majority of the members present.
157 Approval authorizes the officers to make expenditures consistent with the
158 budget. A majority of the members present at a subsequent regular or special
159 Chapter meeting may amend the budget.

160
161 Section 4: *Finances*. Chapter funds shall be deposited in a local financial
162 institution approved by the Executive Committee. The Chair and Treasurer shall
163 be considered financial officers for banking purposes and shall jointly execute
164 banking agreements. Either officer may access funds via check, transfer, or
165 similar instrument on behalf of the chapter consistent with Alliance Bylaws,
166 Chapter Operational Guidelines, and other financial policies. Normally the
167 Treasurer will exercise these responsibilities. Funds received at events will be
168 counted and documented by two persons and deposited promptly.

169
170 **Article VIII.**
171 **Fiscal Year**

172 The fiscal year of the Chapter will begin on January 1 and end on December 31
173 in accordance with the Bylaws of the Alliance.

174

175 **Article IX.**

176 **Bylaws of the Ice Age Trail Alliance pertaining to chapter governance.**

177

178 The following sections of the Ice Age Trail Alliance bylaws are reprinted here for
179 convenience. The bylaws of the Alliance as approved by that organization shall
180 supersede any provisions herein if different from this reprint. Other sections of the
181 bylaws also apply to Chapter operations or govern Chapter operations. Section
182 numbering is retained from the Alliance Bylaws.

183

184 **Article II**

185 **Section 17. Chapters.**

186 The Board of Directors is empowered to create constituent units called
187 chapters to carry out the mission of the Corporation. A chapter shall
188 have a minimum of ten (10) members in order to obtain and maintain
189 chapter status.

190

191 a. *Purpose.* A chapter shall carry out the mission of the
192 Corporation by developing, maintaining, protecting, and promoting the
193 Ice Age National Scenic Trail primarily within a geographic area as
194 assigned by the Board of Directors. Chapters are integral parts of the
195 Corporation, and not separate legal entities.

196

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

200

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

203

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

208

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

212

213 (1) Prior to any vote, if approved by the majority of
214 chapter officers present, voting privileges at the meeting may be
215 extended to Corporation members who are not affiliated with the

216 chapter (e.g., those with a Trailwide affiliation or those affiliated
217 with another chapter) who actively engage with and contribute
218 to the workings of the chapter as volunteers. The percentage of
219 non-chapter-affiliated members participating in any chapter vote
220 shall not exceed 25%.

221
222 (2) While volunteers who are not Corporation members
223 should be invited and encouraged to participate in chapter
224 activities, voting privileges at chapter meetings shall not be
225 extended to those who are not Corporation members.
226

227 d. *Officers.* The members of each chapter shall elect a
228 minimum of three (3) officers to lead the chapter and serve as principal
229 contacts with the Corporation. Up to two offices may be held by the
230 same person.

231
232 (1) At least one officer shall serve in the capacity of a
233 Chapter Coordinator. The chief responsibility of the Chapter
234 Coordinator shall be to serve as principal representative of the
235 chapter and principal contact with Corporation staff.
236

237 (2) At least one officer shall serve in the capacity of
238 Treasurer (financial officer). The Treasurer shall maintain a careful
239 accounting of chapter finances and issue reports to fellow
240 chapter members and Corporation staff on a regular basis.
241

242 (3) At least one officer shall serve in the capacity of
243 Secretary. The Secretary shall record and distribute meeting
244 minutes to chapter members, Corporation staff and other
245 Corporation members who express an interest in the workings of
246 the chapter.
247

248 e. *Chapter Operational Guidelines.* Chapters may prepare a
249 summary operational guidelines document to codify practices for
250 chapter operations not otherwise covered in these Bylaws. Operational
251 guidelines, if prepared, shall be provided by the Chapter Coordinator to
252 the Executive Director for review in advance of a chapter vote to adopt
253 or revise said guidelines and shall conform with the Bylaws and policies of
254 the Corporation.
255

256 f. *Chapter Finances and Contractual Obligations.*
257

258 (1) The Board of Directors shall allocate to each chapter
259 a portion of membership dues collected by the Corporation from

260 the chapter's members for the chapter's use in carrying out its
261 responsibilities, and may allocate additional funds in its discretion.
262 Each chapter may raise additional funds needed to carry out its
263 responsibilities consistent with the Corporation's policies and non-
264 profit status.

265
266 (2) A chapter shall not enter into contracts or agreements
267 involving in excess of \$1500 without written authorization of the
268 Executive Director.

269
270 (3) A chapter shall not enter into contracts or agreements
271 involving real property.

272
273 (4) Each chapter shall provide timely financial records to
274 the Corporation according to policies established by the Board of
275 Directors and as requested from time to time by the Executive
276 Director.

277
278 g. *Chapter Annual Membership Meeting.* Each chapter shall
279 hold a chapter annual membership meeting, preferably between
280 November 15 of one year and March 15 of the following year. Notice of
281 the date and time of the Chapter Annual Membership Meeting shall be
282 mailed or emailed to all chapter members and the Executive Director
283 not less than ten (10) days nor more than fifty (50) days before the date
284 of the meeting. The meeting agenda shall include the following action
285 items:

- 286
287 (1) Election of officers
288 (2) Approval of an annual chapter budget
289 (3) Report on previous year activities
290 (4) Report on previous year financial activity
291 (5) Report on previous year trail maintenance and
292 stewardship activities
293 (6) Report on trail construction, maintenance and
294 stewardship needs for the coming year, including a tentative
295 timeline and process said needs should be addressed
296 (7) Report on current tool inventory
297 (8) Sharing of calendar with tentative dates for chapter
298 meetings and events

299
300 h. *Trail Development, Layout, and Design.* Each chapter, as an
301 entity of the Corporation, shares in the responsibility for trail
302 development, layout, design, construction, and maintenance within its
303 territorial jurisdiction as determined by the Board of Directors. These

304 activities shall be done in accordance with the standards and
305 agreements established for the trail by the Corporation and its federal
306 and state partners and in accordance with governmental laws and
307 regulations. Trail development undertakings, including but not limited to
308 new trail construction, trail reroutes, significant repair or replacement of
309 trail infrastructure components (e.g. bridges, boardwalks, etc.), shall be
310 approved by the Executive Director, or his/her delegate, prior to
311 implementation. The Executive Director shall be responsible for ensuring
312 that chapters, members, staff and appropriate entities are represented
313 and involved in these processes. Disagreements concerning trail
314 development, layout, design, construction and maintenance may be
315 appealed to the Executive Committee of the Board of Directors.

316

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

329

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

338

339 (1) Consistent failure to maintain minimum membership
340 requirements.

341 (2) Failure to adhere to the mission of the Corporation.

342 (3) Failure to comply with other Corporation policy or
343 Bylaw requirements.

344

345 If the Board of Directors determines a reorganization is necessary, it
346 may assign the former chapter's geographic area and assets to one or
347 more adjoining chapters or to a reconstituted chapter or chapters, or

348 dissolve the former chapter. Every effort will be made to honor any
349 known donor restrictions on donated funds. If an immediate
350 reorganization cannot be implemented, the assets of the former chapter
351 shall be held by the Corporation until an approved reorganization plan
352 can be established.

353

354 **Article X.**

355 **Amendments**

356 These Operational Guidelines may be amended at a Regular or Annual
357 Membership Meeting by a quorum of Chapter members provided that the
358 notice of the amendment is mailed or emailed in advance to the members in
359 accordance with Article IV, Section 3 herein. Such amendment shall also be
360 submitted to the Executive Director of the Alliance in advance of the meeting.
361 Article IX and its referents herein will be changed administratively whenever they
362 are amended and the amendments published by the Alliance.

363

364

365 *Operational Guidelines approved by the chapter at its Chapter Annual*
366 *Membership Meeting this ____ Day of ____, ____.*

DRAFT