

1 **Operational Guidelines**  
2 **Ice Age Trail Alliance, Inc.**  
3 **Chippewa Moraine Chapter**  
4

5 **These Operational Guidelines augment and incorporate the relevant Bylaws of**  
6 **the Ice Age Trail Alliance, Inc. (“the Alliance”). In the event that any provisions**  
7 **within these Operational Guidelines are found to be in conflict with those Bylaws,**  
8 **the Bylaws shall govern. The current Bylaws which pertain directly to the Chapter**  
9 **are included in Article IX herein for convenience. Other Alliance Bylaw**  
10 **provisions also govern Chapter matters. Changes to these Alliance Bylaws as**  
11 **they may occur shall automatically apply to these Operational Guidelines.**  
12

13 **Article I.**

14 **Name and Offices**

15 Section 1. *Name.* This Chapter of the Ice Age Trail Alliance, Inc. will officially be  
16 called “The Ice Age Trail Alliance, Inc. Chippewa Moraine Chapter (“the  
17 Chapter”).” The Alliance is a non-profit organization incorporated in Wisconsin.  
18

19 Section 2. *Offices.* The principal offices and mailing address of this Chapter is  
20 that of the current Chapter Chair and Coordinator. The Alliance headquarters is  
21 in Cross Plains, Wisconsin.  
22

23 **Article II**

24 **Purpose**

25 Section 1. *Purpose.* The purpose of this Chapter is to develop, maintain, protect,  
26 and promote the Ice Age National Scenic Trail primarily within its assigned  
27 geographic area and to support the mission of the Alliance, consistent with  
28 Articles of Incorporation, Bylaws, and policies of the Alliance.  
29

30 **Article III**

31 **Geographic Area, Membership, Dues**

32 Section 1. *Geographic Area.* The geographic area of the Chapter includes all of  
33 Chippewa County and Eau Claire County. This geographic area has been  
34 assigned to the Chapter by the Alliance subject to any changes that the  
35 Alliance may make in the future.  
36

37 Section 2. *Membership and Dues.* Membership and dues are included in Article  
38 IX of these Operational Guidelines.  
39

40 **Article IV**

41 **Meetings and Elections**

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

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

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

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

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

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

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

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

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

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 20th Day of November, 2017*

DRAFT