Operational Guidelines
Ice Age Trail Alliance, Inc.
Chippewa Moraine Chapter

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

Article I.
Name and Offices
Section 1. Name. This Chapter of the Ice Age Trail Alliance, Inc. will officially be called “The Ice Age Trail Alliance, Inc. Chippewa Moraine Chapter (“the Chapter”).” The Alliance is a non-profit organization incorporated in Wisconsin.

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

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

Article III
Geographic Area, Membership, Dues
Section 1. Geographic Area. The geographic area of the Chapter includes all of Chippewa County and Eau Claire County. This geographic area has been assigned to the Chapter by the Alliance subject to any changes that the Alliance may make in the future.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 5. Secretary. The Secretary will attend and be responsible for keeping written minutes of both Chapter and Executive Committee meetings, for issuing notices, handling Chapter correspondence, and maintaining non-financial records. In the event that the Secretary is not at a Chapter or Executive
Committee meeting the Chair may name an interim Secretary to keep and publish meeting minutes.

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

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

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

Article VII.
Chapter Finances and Contractual Obligations

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

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

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

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

Article VIII.
Fiscal Year
The fiscal year of the Chapter will begin on January 1 and end on December 31 in accordance with the Bylaws of the Alliance.

**Article IX.**

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

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

**Article II**

**Section 17. Chapters.**

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

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

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

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

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

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

   (1) Prior to any vote, if approved by the majority of chapter officers present, voting privileges at the meeting may be 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
the chapter's members for the chapter's use in carrying out its responsibilities, and may allocate additional funds in its discretion. Each chapter may raise additional funds needed to carry out its responsibilities consistent with the Corporation's policies and non-profit status.

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

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

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

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

(1) Election of officers
(2) Approval of an annual chapter budget
(3) Report on previous year activities
(4) Report on previous year financial activity
(5) Report on previous year trail maintenance and stewardship activities
(6) Report on trail construction, maintenance and stewardship needs for the coming year, including a tentative timeline and process said needs should be addressed
(7) Report on current tool inventory
(8) Sharing of calendar with tentative dates for chapter meetings and events

h. Trail Development, Layout, and Design. Each chapter, as an entity of the Corporation, shares in the responsibility for trail development, layout, design, construction, and maintenance within its territorial jurisdiction as determined by the Board of Directors. These
activities shall be done in accordance with the standards and agreements established for the trail by the Corporation and its federal and state partners and in accordance with governmental laws and regulations. Trail development undertakings, including but not limited to new trail construction, trail reroutes, significant repair or replacement of trail infrastructure components (e.g. bridges, boardwalks, etc.), shall be approved by the Executive Director, or his/her delegate, prior to implementation. The Executive Director shall be responsible for ensuring that chapters, members, staff and appropriate entities are represented and involved in these processes. Disagreements concerning trail development, layout, design, construction and maintenance may be appealed to the Executive Committee of the Board of Directors.

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

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

(1) Consistent failure to maintain minimum membership requirements.

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

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

If the Board of Directors determines a reorganization is necessary, it may assign the former chapter's geographic area and assets to one or more adjoining chapters or to a reconstituted chapter or chapters, or
dissolve the former chapter. Every effort will be made to honor any known donor restrictions on donated funds. If an immediate reorganization cannot be implemented, the assets of the former chapter shall be held by the Corporation until an approved reorganization plan can be established.

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

Operational Guidelines approved by the chapter at its Chapter Annual Membership Meeting this 20th Day of November, 2017