

PROPOSED RESOLUTION OF THE WISCONSIN RIVER TRAIL ORGANIZATION

DATE: March 5, 2019

WHEREAS, the Wisconsin River Trail Organization Board of Directors deems it prudent and effective to periodically review the bylaws under which it conducts the affairs of the organization; and

WHEREAS, such a review was completed via email correspondence in the timespan of February 24-March 5, 2019 for Board members' review and restructuring of the bylaws,

THEREFORE, BE IT RESOLVED, the Wisconsin River Trail Organization Board of Directors adopts, effective immediately, the revised bylaws dated March 5, 2019, a copy of which is attached hereto.

Denise Fisher, Co-Director

Tonia Vial, Co-Director

Jo Sommers, Treasurer

Joel Leonard, Board Member

Wendi Stitzer, Board Member

Marianne Krogen, Secretary

Angela O'Brien, Board Member

Kerry McCabe, Board Member

Joe McDaniel, Board Member

Patsy Pippin, Board Member

BY-LAWS OF
WISCONSIN RIVER TRAIL ORGANIZATION

ARTICLE I

NON-PROFIT ORGANIZATION

Wisconsin River Trail Organization is a non-stock, non-profit organization. Its mission is to preserve the beauty of the Wisconsin River Trails, through the acquisition, development, and maintenance of property for conservation, in order to promote an environment of health and wellness. No part of the income of the Organization shall be distributable to its Directors or Board Members, however, reasonable compensation or wages may be established for services rendered or work performed by Board Members and Employees/Volunteers of the Organization. The principal office/address of the Organization in the State of Wisconsin shall be located in the City of Boscobel, Grant County, Wisconsin. The Organization may have such other offices and hold meetings at such places as the Board Members may from time to time designate.

ARTICLE II

BOARD OF DIRECTORS

Section 1

The business and affairs of the Organization shall be managed by the Board of Directors, which includes its Co-Directors and Board Members. The total number of combined Board Members shall be no less than five (5) and no more than twelve (12) members at any one time. Only Board of Directors Members may vote in any election or on any matter submitted for a vote.

Section 2

Each Director/Board Member shall hold office for an indefinite term and until his successor shall have been duly chosen in the manner provided in Section 3.

Section 3

Any member may withdraw from the Organization upon giving notice in writing to the Board of Directors. Any member may be removed from membership upon good cause and by unanimous vote of the remaining Directors. In the case of any vacancy occurring in the Board of Directors through death, resignation, disqualification, or for any other cause, the remaining Directors, by affirmative vote of a majority, shall elect a successor to hold office for an indefinite term executed as herein provided and until their successor shall have been duly chosen in the same manner.

Section 4

A majority of the number of Directors and Board Members shall constitute a quorum for the transaction of business at any given meeting.

Section 5

A regular meeting of the Board of Directors shall be held, without notice other than this by-law, in Boscobel, Wisconsin on the 1st Tuesday of each month.

Section 6

The annual meeting of the Board of Directors will be held within the months of March or April annually, depending on the availability of board members and preparation needed for the meeting. Other meetings of the Board of Directors may be held from time to time at the call of the Co-Directors of the Organization.

ARTICLE III

OFFICERS

Section 1

The principal Officers of the Organization shall consist of the following team: A Director and/or Co-Directors, Treasurer, Secretary, and such other officers as may be deemed necessary, to a combined total of no more than twelve individuals. Only Board Members may become Officers of the Organization. Such Officers shall be elected or appointed by the Board of Directors at the regular annual

meeting. The Secretary and the Treasurer need not be Directors at the discretion of the Board.

Section 2

The duties of the Director/Co-Directors, Treasurer, and Secretary shall be such as are usually imposed upon such Officials of an Organization, and as are required by the law, and such as may be assigned to them respectively by the Board of Directors from time to time.

Section 3

Other Officers, Agents, and Employees may be appointed and their duties assigned and any compensation fixed by the Board of Directors.

Section 4

The Treasurer need not be a member of the Board of Directors. Unless a member of the Board, the Treasurer shall have no vote in actions taken by the Board. The Treasurer shall administer the finances of the Organization and supervise the keeping of the Organization's financial records. Duties include paying bills, balancing bank account(s) and providing a financial report to the Board at its regular meetings. The Treasurer shall submit an audited annual financial statement to the Board for presentation and approval at the annual meeting. The audit shall be conducted by two or more Directors of the Board.

ARTICLE IV

FISCAL YEAR

The fiscal year of the organization shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE V

SEAL

The Board of Directors need not provide an Organization Seal in order to conduct business for the Organization.

ARTICLE VI

AMENDMENTS

The Board of Directors may from time to time, by vote of a majority of its members, adopt, amend or repeal any and all of the By-Laws of this Organization.

ARTICLE VII

ENDORSEMENTS

By a 2/3 majority vote of the Directors, the Board may endorse public or private projects which preserve or enhance natural or historic sites within the Southwest Wisconsin/Wisconsin Region, counties of Grant, Crawford, and/or Richland, for the cultural aesthetic or recreational benefit of trail users and for the benefit of trailside communities. Such statements shall not imply the endorsement of specific commercial products or services associated with the project or the developers.

ARTICLE VIII

GENERAL MEMBERSHIP

Persons of the General Public or businesses who support the purpose of the Wisconsin River Trail Organization, as stated in ARTICLE 1 of the bylaws, are considered General Members or Volunteers. General Members or Volunteers have no voting rights, although General Members or Volunteers opinions can be presented to the Board at any time and will be taken into consideration by the Board of Directors prior to voting.

ARTICLE IX

BANK DEPOSITORY SIGNATURES

Section 1

Only one signature that is registered at the official depository of the Wisconsin River Trail Organization is required on any banking transaction.

Section 2

The Director and/or Co-Director and/or Treasurer of the Wisconsin River Trail Organization shall be registered on the signature card(s) at the official banking institution of the Wisconsin River Trail Organization.

ARTICLE X

DISSOLUTION

In the event of the dissolution of the Wisconsin River Trail Organization, or any change to the by-laws which allows engagement in activities not directly related to the missions and activities of the Wisconsin River Trail, all net assets shall be transferred to the City of Boscobel Park Funds and The Friends of Wisconsin River Trail for maintenance and repair of the existing Wisconsin River Trail structures, i.e. trails, restroom facilities, sign maintenance, and/or trailhead facilities. Any portion of funds donated for specific purposes for the Wisconsin River Trail shall be so designated to the extent possible.