

BYLAWS OF THE  
NORTHERN KETTLE MORAINES HORSE TRAIL ASSOCIATION  
PO Box 922, Campbellsport, WI 53010  
FEIN: 58-2674014

**ARTICLE I -- NAME AND PURPOSE**

**SECTION 1, NAME**

The name of the Association shall be the Northern Kettle Moraine Horse Trail Association.

**SECTION 2, PURPOSE**

The Northern Kettle Moraine Horse Trail Association is organized for the charitable purpose of working cooperatively with the Department of Natural Resources in the State of Wisconsin within the meaning of section 501(c)(3) of the Internal Revenue Code of 1998, as amended, or any successor statute thereto, and authorized by the Wisconsin Statutes, in furtherance of the following:

- A. To assist in preserving, maintaining, improving, and developing horse and multi-use recreational trails and campgrounds for the use and benefit of the public within the Northern Kettle Moraine State Forest,
- B. To raise funds to accomplish this purpose, and
- C. To educate and inform the public regarding sharing the area with horses, and users of these facilities of appropriate use within the Northern Kettle Moraine State Forest.

**ARTICLE II – MEMBERSHIP, DUES & MEETINGS**

**SECTION 1, CLASSES**

- A. Regular Membership. Any person 18 years of age or older, of good character and dedicated to the purpose of this Association shall be eligible for regular membership unless objected by a majority vote of the voting members present at the meeting, and upon receipt of payment of dues as may be established. A regular membership is entitled to one (1) vote on any matter requiring a vote if present at a membership or annual meeting. Voting members shall be in good standing with current membership dues paid. Proxy voting shall not be permitted.
- B. Family Membership. Any person eligible to be a regular member, together with his or her spouse or significant other and dependent minors, shall be eligible for family membership unless objected by a majority vote of the voting membership present at the meeting, and upon receipt of payment of dues as may be established. A family membership is entitled to two (2) votes by any family members present 18 years of age or older on any matter requiring a vote at a membership or annual meeting. Voting members shall be in good standing with current membership dues paid. Proxy voting shall not be permitted.
- C. Group Membership. Any group of individuals or corporation that supports the purpose and upon payment of dues as may be established shall be eligible for membership. A group membership is entitled to three (3) votes by any member of that group present 18 years of age or older on any matter requiring a vote at a membership or annual meeting. Voting members shall be in good standing with current membership dues paid. Proxy voting shall not be permitted.
- D. Non-Voting Membership. Any regular or family membership that fails to remain in good standing with current membership dues paid. Non-voting members will be entitled to receive publications for a fee as may be established and attend meetings. They will not be entitled to any other privileges a voting member may have.
- E. Honorary Membership. Any individual, group of individuals, or corporation that supports the purpose of the Association, and who are nominated by any voting member in good standing and affirmed by a majority vote of the voting members present at the meeting. There are no dues for Honorary Memberships. Honorary members shall be entitled to receive publications for a fee as may be established, attend meetings, and have any other privileges a voting member may have, but they shall not be entitled to vote.

- F. Revocation of Membership. Membership may be suspended or terminated by an affirmative majority vote of the voting members present at a meeting, after a hearing has been accorded him or her on the charge(s) which may include detrimental, dangerous, or objectionable behavior to the Association or its purpose. This process shall be carried out in good faith and coordinated by the Board of Directors.

## SECTION 2 -- DUES

Dues may be set by a majority vote of the voting members present at a meeting and shall be due and payable on the 1<sup>st</sup> of January of each year. Failure to pay the dues by January 31<sup>st</sup> shall automatically reduce voting membership to non-voting membership. Voting status shall be reinstated 30 days after payment of the current dues. Memberships will be accepted at any time during the year at the current rate of dues. Voting privileges will begin 30 days after payment of the current dues.

## SECTION 3 -- MEETINGS

- A. Regular meetings of the membership shall occur a minimum of 6 times per year at a date and time to be determined by a majority vote of the voting members present at a meeting. Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a majority vote of the voting members present.
- B. Special meetings may be called by any voting member if approved by at least four (4) members of the Board of Directors. Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a majority vote of the voting members present.
- C. Notice of Regular meetings. Notice of the regular meetings shall be given by publication of notice, mailed, e-mailed, or faxed of the time and place of each meeting, at least 1 week before said meeting.
- D. Notice of Special meetings. Notice of special meetings shall be telephoned, or given by publication of notice, mailed, e-mailed, or faxed of the time and place at least 1 week prior to said meeting.
- E. Annual meeting. The Association shall hold an annual meeting in an appropriate place during the month of February. The President shall preside at the annual meeting and report of the Association's activities and its plans for the future. The Treasurer shall present a financial report for the year. Officers and Board Members shall be elected at the annual meeting in accordance with these bylaws.
- F. Quorum. At all meetings of the membership, the voting members present shall constitute a quorum.
- G. Voting. At each meeting of the members, voting members as described in Article II, Section 1 shall be entitled to cast votes as permitted by these by-laws for the adoption of any matter voted upon by the voting members present, unless a greater proportion is required by law, by the Articles of Association, or elsewhere in these By-Laws. No proxies shall be accepted.

## ARTICLE III – BOARD OF DIRECTORS

### SECTION 1 – BOARD COMPOSITION AND COMPENSATION

- A. The Board is the facilitating body of the Association which includes the Officers, and may exercise all the powers and authority granted to the Association by law.
- B. The Board shall consist of seven individuals – the Officers including the President, Vice President, Secretary, Treasurer, and three elected Board Members.
- C. Each Board Member shall hold office for a term of two (2) years. Terms of directors shall be staggered as follows: At the first election in 2003, two (2) members will be elected to a two (2) year term, with the third member elected to a one (1) year term, with ensuing terms being two (2) years. The individual being selected to serve the first one-year term will be drawn by lot in a method agreed upon by a majority vote of the voting members present at the meeting.
- D. No one person may hold more than one Board or Officer position at one time.
- E. Board Members and Officers cannot be related by marriage or blood, or be a "significant other" to another Board Member.
- F. Officers shall be eligible for reappointment to subsequent terms.
- G. All officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Association's business are allowed to be reimbursed with documentation and prior approval by a majority vote of the voting members present at a meeting.

- H. Board Members shall take an active leadership role by participating in the Association's activities including assisting in fund-raising activities.
- I. In December, nominations for the upcoming election of Officers will begin. Individuals nominated must agree to the nomination verbally or in writing to any current Officer.
- J. In January, nomination for open Board positions will close at the general membership meeting.
- K. Elections shall be held in February, each paid member voting for the number of persons equal to the then vacant positions on the Board. In the event of a tie vote, the tie shall be broken by lot, the method to be selected by a majority vote of the voting members present at the meeting. If there is no opposition to a candidate, a vote will be conducted as set forth in these bylaws. If there is no candidate willing to accept nomination for an open position, a member of the existing Board may fill that position until filled as set forth in these Bylaws.
- L. Resignations are effective upon receipt of written notification by the President of the Association.
- M. Should the need arise, the Board may appoint an individual to serve in an acting capacity as one of the above-enumerated seven (7) officers until an election occurs at a designated general meeting. If no one accepts a nomination for an open position, a member of the Board may fill the position until filled as set forth by these Bylaws.
- N. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the voting members present at a designated meeting. In the event of a tie vote, the vacancy will be filled by lot in a method agreed upon by a majority vote of the voting members present at the meeting. If there is no opposition to a candidate, a vote will be conducted as set forth in these bylaws. If there is no candidate willing to accept nomination for an open position, a member of the existing Board may fill that position until filled as set forth in these Bylaws.
- O. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.
- P. Any Officer or Director may be impeached for impropriety in office by a majority vote of the voting members present at the meeting, after s/he has been accorded a hearing on the impeachment charges. This process shall be carried out in good faith and coordinated by the Board of Directors or a unbiased third party. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Q. Promotional articles written about the organization must be approved by 75% of the Board prior to publication or distribution.

## **ARTICLE IV – OFFICERS**

### **SECTION 1 – OFFICER POSITIONS**

The officers shall consist of a President, Vice President, Secretary, and Treasurer. New offices may be created and filled by a majority vote of the voting members present at a meeting as deemed appropriate for the operation of the Association.

### **SECTION 2 – ELECTION OF OFFICERS**

The officers shall be elected by the voting membership. Each officer shall serve a term of two (2) years. Officers shall be eligible for reappointment. Terms of officers shall be staggered as follows: At the first election in 2003, the President and Treasurer shall be elected to a two (2) year term. The Vice President and Secretary shall be elected to a one (1) year term, with ensuing terms being two (2) years.

### **SECTION 3 – DUTIES**

- A. President. The President shall preside at all meetings of the Board of Directors and members, and shall generally manage the day-to-day matters of the Association.
- B. Vice President. The Vice President shall conduct the duties of the President in the President's absence. If the President resigns or is unable to perform his/her duties, the Vice President shall succeed to the office of the President for the remaining term.

- C. Secretary. The Secretary shall maintain all records of the Association and shall prepare minutes of all meetings of the Board and membership. The Secretary shall also distribute meeting announcements and minutes, and assure that corporate records are maintained safely and systematically keeping all books, papers, records, and documents belonging to the Association, or in anywise pertaining to the business thereof, and such other information as the Association may require. Duplicate copies of important documents shall be forwarded to and retained by the President.
- D. Treasurer. The principal duties of the Treasurer shall be to collect all fees and dues and keep an accurate account of all monies, credits and property of any and every nature of the Association. The Treasurer, President and one Board member shall open a bank account for the Association and may execute checks and drafts in the name of the Association with the required two (2) signatures. The Treasurer shall pay all bills and accounts due that were previously approved by a majority rule of the voting members present at the meeting. The Treasurer shall report to the general membership at each meeting on the financial status of the Association. Duplicate copies of important documents shall be forwarded to and retained by the President. The Treasurer shall submit his/her books for audit at any time s/he is requested to do so, and said books shall be audited annually and report made at an annual meeting. The Audit committee shall be approved by a majority rule of the voting members present at the meeting and shall consist of at least two members who are not Board Members or Officers.

## **ARTICLE V -- BOARD MEETINGS**

### **SECTION 1 – BOARD MEETINGS**

- A. The Board shall meet a minimum of one time per year, at an agreed-upon time and place, to plan the future of the Association and to address any matters that may come before the Board.
- B. Special meetings of the Board of Directors shall be held whenever called, at the direction of the President or a Board member.
- C. Unless notice be waived, the Board Member calling the meeting shall notify each Board Member of the time and place of the special and regular meetings, indicating in said notice the purpose of said meeting if special. If notice be given to each Board Member by mail or e-mail, said notice shall be sent two weeks prior to the date of the meeting, and if notice be given to each Board Member by telephone, said notice shall be given each Board Member at least one week prior to the time of said meeting.

### **SECTION 2 – QUORUM AND VOTING**

- A. At all meetings of the Board, each Member shall be entitled to one vote on all matters presented to the Board.
- B. A quorum is 75% of the Board Members at any regular or special meeting for the transaction of any and all business of the Association.
- C. Proxy voting shall not be allowed.
- D. Acting by unanimous consent or conducting meetings telephonically or via e-mail shall be permitted to the extent and under the conditions permitted by law.

## **ARTICLE VI –COMMITTEES**

### **SECTION 1 – COMMITTEES**

Committees can be created by a majority ruling of the voting members present at a meeting as deemed appropriate. There shall be one designated chairperson for each committee. The Chairperson shall be elected by the members of each respective Committee. The Committee shall meet as deemed appropriate by its members to complete their assigned task. Each member is responsible for participating in the completion of the project. The Committee proceeds on consensus within the general guidelines agreed on by the general membership. The role of Committee Leader is to provide guidance, coordinate all the tasks, be the central point for communication, and break tie votes within the Committee.

## **ARTICLE VII – FINANCES**

### **SECTION 1 – MONIES**

All monies derived from any manner from the Association's operations shall be deposited in an operations fund and shall be used for the support of the Northern Kettle Moraine Horse Trail Association and its missions, activities, miscellaneous supplies, equipment, and other miscellaneous expenses incurred by the Association in the usual course of business. The Board of Directors is authorized and empowered to manage, invest, contribute, and acquire funds and property in the pursuit and accomplishment of its objectives, which would and should enhance the Association. Expenditure of funds must be passed prior to use with a majority vote by voting members present at a meeting.

## **ARTICLE VIII – FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

## **ARTICLE IX -- INDEMNIFICATION**

### **SECTION 1 – INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS**

The Association does hereby indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a member, director, officer, employee or agent of the Association, or is or was serving at the request of this Association as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

### **SECTION 2 – STANDARD OF CONDUCT**

The Association does further indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is a member, director, officer, employee or agent of the Association, or is or was serving at the request of the Association, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

### **SECTION 3 – DETERMINATION OF INDEMNIFICATION**

Any indemnification provided under Sections (1) or (2), unless ordered by court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the member, director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (1) or (2). Such determination shall be made:

- A. By the Board of Directors or by the voting members, if the action involves the members, by a majority vote of the voting members present at a meeting consisting of directors or members who were not parties to such action, suit or proceeding;
- B. If an appropriate majority is not obtainable, or, even if obtainable a quorum of disinterested directors so directs; by independent legal counsel in a written opinion; or
- C. By the Members.

### **SECTION 4 – EXPENSES**

Expenses including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section (3) upon receipt of an undertaking by or on behalf of the member, director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this section.

### **SECTION 5 – NON EXCLUSIVE RIGHT**

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of voting members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

### **SECTION 6 – INSURANCE**

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by a majority vote of the voting members present at a meeting called for that purpose. Written or e-mailed notice of the meeting, including the text of the proposed bylaw amendments must be given to each voting member at least seven (7) days prior to the date of the meeting. The Bylaws may also be amended by a majority vote of the Board of Directors present at a duly called regular or special meeting of the Board, provided that a written or e-mailed notice of any proposed bylaw amendment be given to each Director and each voting member at least seven (7) days prior to the date of the meeting. However, no amendment adopted by a majority vote of voting members may then be altered or repealed by the Board of Directors. Any proposed amendment must not compromise the status, purpose or goals of the Association.

## **ARTICLE XI – DISSOLUTION**

In the event of the dissolution of this association or other termination of its activities, all of its assets shall be transferred or paid over to a club, organization, or association with activities and goals similar to this organization which is exempt according to the provisions of Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible, or the corresponding section of any Internal Revenue Code or other revenue laws hereafter in effect.

IN WITNESS WHEREOF, we have hereunto set our signature this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Jim Lawrence, President

\_\_\_\_\_  
Gene Miller, Board Member

\_\_\_\_\_  
Jayne Birkholz, Vice President

\_\_\_\_\_  
Doug Decker, Board Member

\_\_\_\_\_  
Joann Schill, Treasurer

\_\_\_\_\_  
Gail Gottsacker, Board Member

\_\_\_\_\_  
Sheila Bowen, Secretary

STATE OF WISCONSIN

COUNTY OF FOND DU LAC

On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me \_\_\_\_\_,  
a Notary Public in and for said State, personally appeared Joann Schill, known or proven satisfactorily to me, to be the  
person who executed the above instrument, and who acknowledged to me that she executed the same for the purposes  
herein stated.

\_\_\_\_\_  
Notary Public Signature

Notary Public Stamp