

WORKING TO CREATE PATHWAYS THROUGHOUT SHAWANO COUNTY!



SHAWANO PATHWAYS ORGANIZATION FOR KIDS ENVIRONMENT & SAFETY

BYLAWS

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Prepared by Shawano Pathways Organization for Kids,
Environment & Safety, Inc.

Adopted by the Board of Directors. Revisions approved by membership at Annual Meetings.

**BYLAWS
OF
SPOKES – Shawano Pathways Organization for Kids, Environment, & Safety**

ARTICLE I. NAME, PURPOSE, OPERATIONAL LIMITATIONS, PROVISION FOR DISSOLUTION, PROHIBITION AGAINST SHARING IN ORGANIZATION EARNINGS, OFFICES, AND SEAL.

1.01 NAME.

The name of the Organization is Shawano Pathways Organization for Kids, Environment, & Safety, Inc. (SPOKES)

1.02 MISSION AND PURPOSE.

The Organization is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific mission of the Organization shall be as follows: to enrich the community and promote a healthy lifestyle by facilitating the creation of a network of public trails and greenways.

The goals of SPOKES are:

- To promote the important contribution of greenways and trails to the quality of life within the community.
- To plan for and facilitate the development, implementation and maintenance of a greenway and trails network within Shawano County and adjacent areas for recreation and alternative transportation.
- To facilitate the preservation and restoration of natural areas and resources which are connected to the greenway and trails network.

1.03 OPERATIONAL LIMITATIONS.

Notwithstanding any other provisions of these bylaws, the Organization shall not carry on any other activities not permitted to be carried on by: (1) a organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) a organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

1.04 PROVISION FOR DISSOLUTION.

Upon the dissolution of the Organization, the board of directors shall, after paying or making provisions for the payment of all of the Organization's liabilities, dispose of all of the Organization's assets exclusively for the purposes of the Organization in such a manner as the board of directors shall determine, or to such organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as

amended (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

1.05 **PROHIBITION AGAINST SHARING OF ORGANIZATION EARNINGS.**
No member, trustee, officer, nor employee of, nor member of a committee of the organization, nor any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Organization, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Organization in effecting any of its purposes as shall be fixed by the Board of Directors.

1.06 **OFFICES.**
The principal office of the Organization shall be located in Shawano County, State of Wisconsin.

1.07 **SEAL.**
This non-stock, non-profit organization shall have no organizational seal.

ARTICLE II. **MEMBERSHIP**

2.01 **REGULAR MEMBERS.**
Regular members shall be those persons, corporations, non-profit organizations, and business enterprises who have contributed a membership fee (to be set bi-annually) to the organization in a current fiscal year and are at least eighteen (18) years of age. A roster of current membership shall be kept by the Organization and such registration shall constitute evidence of membership. Each regular member shall have one vote at the annual meeting, and be entitled to receive a report on the affairs and activities of the organization.

2.02 **LIAISON MEMBERS.**
Liaison members shall be those individuals, corporations, non-profit organizations, or business enterprises who make in-kind contributions other than cash to the organization in a current fiscal year, and who are qualified by reason of their interest in and support of the organization. Liaison members shall have no vote, but shall, at least annually, be entitled to receive a report on the affairs and activities of the organization.

2.03 **SENIOR/STUDENT MEMBERS.**
Students in high school or Senior citizens age 65 or older may become a member by contributing a discounted membership fee to the organization in a current fiscal year. They will be considered as a regular member.

2.04 **TERMINATION OF MEMBERSHIP.**
Any regular member may be disqualified and the membership terminated by the affirmative vote of two-thirds of the members of the Organization's Board of Directors present at any Board meeting.

2.05 **MEETINGS.**
The annual meeting of members shall be held at a time and place determined by the Board of Directors. Special meetings of the members may be called by the Board of Directors, or upon the written request of 20% of the regular members. Fifteen days' notice shall be given by the secretary of any special meeting, stating its purpose. A special meeting shall be restricted to action on the purpose for which the meeting is called. For membership meetings, five (5) members (not including the Board of Directors) shall constitute a quorum.

ARTICLE III. **DIRECTORS.**

3.01 **INITIAL ELECTION OF DIRECTORS.**
The incorporators whose names appear on the Organization's Articles of Incorporation shall serve as the initial membership of the organization for purposes of electing an initial Board of Directors. The number of directors to be elected at the initial meeting of the incorporators shall be nine (9). One-third of the directors shall be elected to hold office for one year, one-third for two years, and one-third for three years. Thereafter, at each annual meeting of the membership, one-third of the directors shall be elected.

3.02 **BOARD COMPOSITION.**
The Board of Directors shall be composed of nine regular members; an effort will be made to have representation of three from the public sector and six from the private sector, whenever possible. Members shall reside in Shawano County or their primary place of employment shall be located in Shawano County. Directors shall have demonstrated interest or expertise that will assist the organization to achieve its goals and objectives, to foster the development and preservation of trails and greenways.

3.03 **TERMS.**
The Directors shall be classified with respect to the time they shall hold office by dividing them into three classes, each consisting of one-third of the whole number of the Board of Directors, and all Directors of the corporation shall hold office until their successors are elected and qualified. At the first meeting held after adoption of this Bylaw, Directors (1 public and 2 private) of the first class shall be elected for a term of one year; Directors (1 public and 2 private) of the second class for a term of two years; Directors (1 public and 2 private) of a third class for a term of three years; and at each annual election, successors to the class of Directors whose terms shall expire that year, shall be elected to hold office so that the term of office of one class of Directors shall expire in each year.

3.04

GENERAL POWERS.

Responsibilities of the Board of Directors should be as follows:

- (1) The Board is responsible to attend monthly board meetings as established by the Board.
- (2) The Board shall be responsible to ensure the organization has the resources necessary to accomplish the Organization's Mission and Purpose.
- (3) The Board shall be responsible for formulating policies for the operation of the organization. In addition, the Board is to assess constantly the value of the services being rendered by the organization pursuant to the purpose for which said organization was organized and to broaden community support and understanding of the organization.
- (4) The Board of Directors shall manage the property, affairs and business of the organization.

3.05

SPECIAL DIRECTORS.

The president may, from time to time, and with majority agreement by the Board, appoint a special director or directors who shall serve for a term of one year, provided that special directors are no more than one-third of the number of elected directors. All directors shall have equal voting power.

3.06

QUORUM.

A majority of the Directors shall constitute a quorum for the transaction of business; but if, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.07

LIMITATION ON NUMBER OF TERMS.

No regular director shall serve more than three consecutive three-year terms in office and no special director shall serve more than five consecutive one-year terms in office, except as noted in Article IV, paragraph 4.01. In the case of a director originally elected to a term of less than three years, such terms shall not be counted in applying the rule stated in the preceding sentence with respect to regular directors. A former director who has been out of office for a period of one year or more shall be eligible for reelection.

3.08

NOMINATIONS.

To assure that the qualifications set forth in paragraph 3.05 of this Article III are met, a nominating committee composed of the past president, who shall chair the committee, and two additional persons named by the directors shall be appointed each year at least 60 days prior to the annual meeting of the members. The nominating committee shall select a slate of candidates for directors, ascertaining in each case the willingness of the candidate to serve if elected. Such slate shall be reduced to writing and transmitted to the Directors not less than five days prior to the annual meeting. Further nominations may be made by any member if submitted

to the secretary in sufficient time to be transmitted to the Directors not less than five days prior to the annual meeting. The Directors shall present the slate of nominees to the members at the annual meeting. Nominations may also be received from the floor.

3.09 **ELECTION.**

Election shall be by the affirmative vote of a majority of the members present and voting. Should the number of nominees exceed the number of directors to be elected, those nominees receiving the greatest number of votes shall be declared elected as directors. In the event that two or more nominees receive the same number of votes for a seat or seats on the board, run-off elections between such nominees shall be held until all seats on the board are filled.

3.10 **COMMENCEMENT OF TERM.**

The newly elected directors shall assume their duties at the following regular Board meeting.

3.11 **REMOVAL AND VACANCIES.**

A director may be removed by a two-thirds vote of the Board of Directors whenever in the judgment of the board the best interests of the organization will be served thereby. Board members are to go to great lengths to clear their schedule and to attend each board meeting. When a board member cannot attend a meeting, notice is to be provided to the President. Absence from three successive Board meetings without notification may be reason for removal or dismissal from the board. Any vacancy resulting from the removal, resignation, or inability to serve of any director shall be filled, until the next annual meeting of the membership, by the affirmative vote of the majority of the remaining directors.

3.12 **ORGANIZATION.**

Immediately following the annual meeting of members, or as soon thereafter as may be practicable, the new board of directors shall meet; elect the required officers of the Organization; elect or appoint such other officers and committee chairpersons as may be permitted by these Bylaws and deemed desirable by the board; and appoint members to the committees enumerated in Article VI. The board may also transact such other business as may properly come before the meeting. This meeting shall be called the annual meeting of the board.

3.13 **MEETINGS.**

1. **Time.**

The board shall meet monthly, and should be determined by the board, and also they may meet at other times at the call of the president, or when requested by at least four (4) directors.

2. **Notice.**

Notice of all meetings shall be given in writing stating the time and place and mailed to each director at least five days before the meeting.

3. **Quorum.**

At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, and the action of a majority of the directors present at any meeting shall be the action of the board, unless otherwise required by law.

4. Action Without a Meeting

Action may be taken without a meeting provided there is:

- A. Notification of all directors, and;
- B. There is approval of a majority all directors, and;
- C. There is formal follow-up at the next scheduled meeting.

ARTICLE IV.

OFFICERS.

4.01 **NUMBER AND TERM.**

The elected officers of the Organization shall be a president, a vice president, a secretary, and a treasurer. The board may, if it deems appropriate, elect additional vice presidents and may appoint such other officers and assistant officers as it may see fit. The president shall serve a three-year term, with a one-year extension of a final three-year term as board member being allowed if necessary, to fulfill this term obligation. All other officers shall serve for a term of three years and until the election of officers at the next annual meeting of directors, but all shall serve at the pleasure of the board which shall have full power of suspension and removal of any officer with or without cause. Every officer shall perform those duties assigned by the board or otherwise required by law. A vacancy in any office shall be filled by the board for the balance of the term of office.

4.02 **PRESIDENT AND VICE PRESIDENTS.**

The president, or, in his or her absence, disability, or failure to act, the senior vice president, shall be the chief executive officer of the organization. The president shall preside at all meetings of the membership and the Board of Directors of the organization. The president shall execute and deliver all documents on behalf of the organization, unless another person be authorized by the board or required by law to do so.

4.03 **SECRETARY.**

The secretary shall maintain and keep current the organizational records and the minutes of all meetings of the members, the board and of any committee of the board. The secretary shall give notices of all meetings of the members and of the board and such other notices as may be required, and shall execute, attest and deliver documents of the organization, when authorized.

4.04 **TREASURER.**

The treasurer will be responsible for the keeping of complete accurate financial records and books of account for the organization and for reporting to the board at regular intervals on the financial affairs of the organization.

4.05 **PAST PRESIDENT.**

The Past President shall be the person who held the position of President prior to the most recent election of officers. Term limits shall be waived, if necessary, to permit Past President to serve on the board of directors. The Past President will chair the committee to nominate board of directors and officers for the succeeding year.

4.06 **REMOVAL.**

Any officer may be removed from office whenever in the judgment of the board the best interests of the Organization will be served thereby by the affirmative vote of two-thirds of all current directors at any regular or special meeting called for that purpose.

ARTICLE V. **EXECUTIVE DIRECTOR.**

The board may appoint an executive director upon such terms and conditions as it deems proper. The executive director, upon appointment, shall serve at the pleasure of the board and shall be responsible for the conduct of the business of the organization within its prescribed policies. The executive director will be an at-will employee, who can be removed at any time and for any reason, with or without cause, by an affirmative vote of a majority of the board. The executive director will report to the president and will be responsible for hiring, assigning, supervising and terminating employees of the organization pursuant to the policies established by the board.

ARTICLE VI. **COMMITTEES.**

6.01 **PROTOCOL.**

Each committee shall establish its own operating rules, meeting schedules, work programs and assignments. One-third of the members of any committee shall constitute a quorum for the transaction of business. In the event that no chairman is appointed by the board, a committee shall elect its own chairman.

6.02 **APPOINTMENT.**

The president may annually appoint, from among the members of the organization, chairpersons of the following committees: the Finance Committee, the Public Relations/Communications Committee, the Project/Trails Committee, the Membership Committee, and the Education Committee.

The board may also appoint such other committees as it may from time to time deem desirable. Such other committees shall have duties as the resolution establishing such committee shall designate. Such other committees may include persons other than board members. The president shall be an ex-officio member of all committees.

6.03 **THE EXECUTIVE COMMITTEE.**

The executive committee shall consist of the president, who shall be its chair, the three other officers enumerated in Article IV of these Bylaws, and five directors

appointed by the board, generally, but not necessarily, the chairpersons of the committees enumerated in Article VI of these Bylaws. The executive committee shall have all the powers of the board when the board is not in session, except that it may not amend the Bylaws, or replace or fill vacancies in offices or directorships. The executive committee shall be responsible to set policy and procedure for the organization.

6.04 **THE FINANCE COMMITTEE.**

The finance committee shall consist of three or more members, one of whom is the treasurer. The chairperson of the finance committee shall be appointed by the president, and shall be a director of the Organization. The finance committee shall be responsible for the financial assets of the Organization, their acquisition, investment and reinvestment, and disposition. It may, with board approval, contract with banks, trust companies or other professional fiduciaries for financial advice, custodianship or asset management services. The finance committee shall also be responsible for writing grants and establishing criteria for gifts and donations. The finance committee shall present the annual budget and be responsible for the audit of the books and accounts of the organization at the close of each fiscal year.

6.05 **THE PUBLIC RELATIONS/COMMUNICATIONS COMMITTEE.**

The public relations/communications committee shall consist of such members as the board shall appoint. The public relations/communications committee shall be responsible for increasing the public visibility of the Organization and its mission and purpose, including publicizing fund-raisers and other special events and the issuance of press releases.

6.06 **THE PROJECTS/TRAILS COMMITTEE.**

The projects/trails committee shall consist of such members as the board shall appoint. The projects/trails committee shall be responsible for identifying existing and potential trails, and for organizing volunteers to maintain and enhance trails.

6.07 **THE MEMBERSHIP COMMITTEE.**

The membership committee shall consist of such members as the board shall appoint. The membership committee shall be responsible for recommending to the board an appropriate dues structure, for recruiting new members, for conducting the annual membership meeting, and for the establishment of a mentor program.

6.08 **THE EDUCATION COMMITTEE.**

The education committee shall consist of such members as the board shall appoint. The education committee shall be responsible for establishing a liaison with area schools, environmental and community service groups to enhance collaboration on shared mission and objectives. The education committee may also be responsible for preparing and presenting information and programs highlighting the value of trails for enhancing the community, and promoting the value of walk-able and bike-able networks for quality of live, as well as to increase opportunities for achieving individual physical fitness.

6.09 **HEALTH CARE, GOVERNMENT & TRIBAL AFFAIRS COMMITTEE.**
The health care, government & tribal affairs committee will establish regular lines of communication with area health care, government and Tribal organizations to enhance collaboration on shared mission and objectives.

6.10 **FUND-RAISING AND SPECIAL EVENTS COMMITTEES**
Fund-raising and Special Events Committees may be established to create and operate these activities. All committees and board members are encouraged to participate and support fund-raising and special events.

ARTICLE VII **AMENDMENTS.**

These Bylaws may be amended or repealed in whole or in part by a majority of the members of the Corporation or, subject to the approval of the members, by a majority of the board of directors then in office.

Amended and Executed in duplicate this ____10th____ day of __November____, 2020

BY THE CURRENT BOARD OF DIRECTORS:

Greg Sturm (Past President)

Nancy Brown-Koeller (President)

Wanita Charnon

Mary Krueger

Dana Mueller

Brad Holz

Melanie Curti

Will Kort

Matty Mathison

Angela Divjak/Heather Zimba