

**BYLAWS OF THE
SOUTHERN KETTLE MORAINES HORSE TRAIL ASSOCIATION**

ARTICLE I – NAME, PURPOSE

Section 1.01.

The name of the Corporation shall be the **Southern Kettle Moraine Horse Trail Association**

Section 1.02.

The Southern Kettle Moraine Horse Trail Association is a social organization of horse lovers interested in the promotion, preservation, maintenance, and improvement of horse trails and campgrounds in the Southern Kettle Moraine State Forest. The focus of the group is on building friendships with people who enjoy riding, driving, horse camping, cookouts and potlucks, as well as some trail and campground-related work projects. The group will work with the DNR's SKM Forest staff on these projects.

ARTICLE II - MEMBERS

Section 2.01.

- A. Dues shall be set by the Board of Directors and shall be due and payable on the 1st of January of each year, beginning January 1, 2004.
- B. Voting members. Voting members shall have paid dues for the current year and shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Proxy voting shall not be permitted.
- C. Non-voting members. Non-voting members shall be other interested persons who have not paid dues to the Association. Non-voting members shall be entitled to receive publications and mailings, attend meetings, and have any other privileges a member may have, but they shall not be entitled to vote.
- D. Regular meetings of the membership shall occur at a minimum of once every six months with the goal of having a membership meeting every month to six weeks combined with a social event at a date and time to be determined by a majority vote of the Board. Special meetings may be called by any officer, any Board member, or by a request made by two (2%) percent of the voting members. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 – Board Composition, Committees and Compensation.

- A. The Board of Directors shall consist of nine (9) individuals. They are the President, Vice President, Secretary, Treasurer, Project/DNR Coordinator, Events Coordinator, Media Coordinator, and two members-at-large.
- B. If a Board member is unable to attend a meeting, he/she may designate an individual to act on his/her behalf and in his/her capacity as a Board member.
- C. Directors receive no compensation and shall serve in only one Board position at one time.
- D. The term of each director shall be one (1) year.

Section 3.02 – Meetings.

Whenever possible, Board meetings shall be combined with membership meetings at a minimum of once every six months with the goal of having a meeting every month to six weeks combined with a social event, at an agreed-upon time and place, to plan the projects and events of the association, and to address any matters that may come before the Board.

Section 3.03 – Quorum and Voting.

A quorum for the transaction of business consists of a majority vote of Board members present. Proxy voting shall be allowed pursuant to Section 3.01(B). 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.

Section 3.04 – Indemnification.

Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

ARTICLE IV - OFFICERS

Section 4.01 - In General.

The officers shall consist of a President, Vice President, Secretary, and Treasurer.

Section 4.02 - Election.

The officers shall be elected by the voting membership. Each officer shall serve a term of one (1) year.

Section 4.03 - Duties.

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.

The Vice President shall conduct the duties of the President in the President's absence. If the President should die or resign, the Vice president shall succeed to the office of the President.

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 Association records are maintained.

The Treasurer shall have custody of the funds of the Association and shall maintain all financial records of the Association. The treasurer shall report to the Board of Directors at each Board meeting on the financial status of the Association. The treasurer shall report to the membership at one (1) meeting per year on the financial status of the Association, at the meeting scheduled for election of officers. The Treasurer shall also open a bank account for the Association and may execute checks and drafts in the name of the Association.

No one person may hold more than one of the above offices at one time. All officers shall serve without compensation.

ARTICLE V – OTHER BOARD MEMBERS

Section 5.01 - Titles

The other Board members shall consist of a Projects/DNR Coordinator, Events Coordinator, Media Coordinator, and two members-at-large.

Section 5.02 - Election

The other Board members shall be elected by the voting membership. Each member shall serve a term of one (1) year.

Section 5.03 - Duties

The Projects/DNR Coordinator shall provide leadership in planning the work projects of the Association, shall be the contact person with the Southern Kettle Moraine Forest staff, and shall generally handle all matters with the DNR.

The Events Coordinator shall provide leadership in planning the social events of the Association.

The Media Coordinator shall promote the organization through press releases and other contacts with media organizations.

The two (2) members-at-large shall serve as members of the Board of Directors. In addition, both or either of them shall serve as the contact person(s) with other horse groups, clubs, associations, etc. and generally handle all matters associated with these groups, as well as perform duties as may be asked of them from time to time by the Board of Directors or the membership.

ARTICLE VI - REMOVAL

Any officer, member of the Board, or member of the association may be removed for just cause by a two-thirds (2/3) vote of the full Board of Directors.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended by a majority vote of the voting members of the Association at a meeting called for that purpose. Written or e-mailed notice of the meeting, including the text of the proposed bylaw amendment 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 vote of two-thirds of the entire Board of Directors 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 the members may be altered or repealed by the Board of Directors.

Adopted by unanimous vote at
meeting held 11/11/03