

**CENTRAL WISCONSIN
OFFROAD CYCLING
COALITION**



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**Bylaws
Established
February 2012
Updated December 2, 2024**

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BYLAWS

Established: February 2012

Proposed Revision: November 2024

Article I

NAME AND TERRITORY

Section 1.1 - Name:

The name of the organization shall be Central Wisconsin Offroad Cycling Coalition (hereafter referred to as CWOCC).

Section 1.2 - Territory:

CWOCC shall operate within the general territory of Marathon & Lincoln County in Central Wisconsin.

Section 1.3 - Organization and Structure

CWOCC shall operate as a public charitable organization under Section 501(c)(3) of the Internal Revenue Code. This status affords donors maximum tax deductions for income and estate tax purposes.

Article II

MISSION AND PURPOSE

Section 2.1 - Mission

Central Wisconsin Offroad Cycling Coalition (CWOCC) is a non-profit organization whose mission is to design, build, and maintain sustainable, environmentally sound, mountain bike trails, educate through trail advocacy and support community enhancement through trail development.

Section 2.2 - Purpose: CWOCC works cooperatively with municipal and county officials within Marathon and Lincoln counties, land managers and other organizations to provide knowledge and a workforce to construct and maintain mountain bike and shared use trails.

Article III

MEMBERSHIP

Section 3.1 - Privileges and Responsibilities:

Membership will be established by CWOCC and grant both voting and nonvoting privileges. Members shall support the mission and purpose of CWOCC. Members may choose to not participate in or publicly support a particular action of CWOCC without relinquishing membership privileges.

Section 3.2 - Membership: Levels will be established by the Board of Directors (hereafter may be referred to as the "Board") on an annual basis.

Section 3.3 - Dues: CWOCC may establish annual dues for membership. Membership levels,

depending on contribution amount, shall be established by the Board of Directors with approval from the Officers.

Section 3.4 - Services to Non-Members and Members: CWOCC may charge different fees for CWOCC events depending on membership levels.

Section 3.5 - Termination of Membership

Any Member may be removed by a majority vote of the full Board of Directors. Removal may be proposed by the Board by any member of CWOCC. The member shall be duly informed before any action is taken by the Board and this given an opportunity to be heard and/or appeal the decision. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of CWOCC would be served thereby.

Article IV

GOVERNMENT

Section 4.1 - Composition:

CWOCC shall be governed by a Board of Directors. The number of members on the Board shall be no fewer than five (5) and no more than twelve (12). The number of Board Directors may be amended by a majority vote of the existing Board.

Section 4.2 - Function: The function of the CWOCC Board of Directors shall be to provide guidance and direction to ensure that the mission (as stated in Article II) is being executed. The Board shall manage the business, affairs and property of the corporation, and shall be responsible to create policy, create committees, and be accountable to the membership as it relates to the Mission.

Section 4.3 - Qualifications: To serve on the Board of Directors, the candidate must be a CWOCC member or community member in good standing. The candidate also shall agree to commit the time and efforts necessary to the Satisfactory performance of his or her duties.

Section 4.4 - Term of Office:

Terms of office will be 3 years. Directors shall serve for three (3) year terms, with approximately one-third (1/3) of the directors' terms expiring each year. In the event of an increase or decrease in the number of elected directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the directors expire each year. Directors may be re-elected for up to three consecutive terms. Directors shall be elected by the Board of Directors any time a vacancy occurs and vacancies shall be filled in the manner specified in Section 4.6 below.

Section 4.5 Appointment of Board of Directors Members. The Board of Directors will appoint new Board members when Board seats become open after a 3-year term is met. Board members may succeed themselves. The Board will seek out qualified candidates from CWOCC membership or the community and appoint them by a majority vote.

Section 4.6 - Vacancies:

Board vacancies may be filled by action of the remaining Board Members. The person or persons chosen shall hold office until such time as the unexpired term(s) caused by the vacancy are filled by appointment in the regular manner. Board Members shall begin their tenure immediately following their appointment.

Section 4.8. Manner of Acting: Actions voted on by a simple majority of the Board of Directors present at any meeting at which a quorum is present shall constitute authorized actions of the

Board, unless the act of a greater number is required by law or by these bylaws.

Section 4.9 - Removal: Any Board Member may be removed by a majority vote of the full Board of Directors. Removal may be proposed to the Board by any member of CWOCC. The members shall be duly informed before any action is taken by the Board and thus given an opportunity to be heard. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of CWOCC would be served thereby.

Article V

OFFICERS

Section 5.1 - Officers:

The principal Officers of CWOCC shall be: President, Vice-President, Secretary and Treasurer. The Board of Directors will fill these positions with the existing term limits still in effect. Appointments for these offices will be filled at the first Board meeting. Officers will be appointed for two year terms at the December board meetings. Officer terms would begin on the first of the following year.

(a) President:

The President shall be a member in good standing and shall be responsible for:

1. Determining who presides at all meetings of the Board of Directors.
2. The President shall be the primary contact on behalf of the Board of CWOCC contractual relationships.
3. The President shall perform all duties incidental to the office of President and other duties as may be assigned.
4. The President is a voting member of all standing or special committees, except the Nominating Committee.

(b) Vice-President:

The Vice-President shall be a member in good standing and shall be responsible for:

1. Performing such duties as are assigned from time to time by the Board of Directors.
2. In the absence of the President, the Vice-President shall have all the powers and perform all in the absence of the President.
3. The Vice-President shall assist the President conducting functions of CWOCC.

(c) Treasurer:

The Treasurer shall be a member in good standing and shall be responsible for:

1. Serving as the fiscal manager for CWOCC, accounting for, depositing, disbursing and acknowledging
2. Prepare and submit CWOCC financial performance reports to the Board, and in general, perform all duties

(d) Secretary:

The Secretary shall be a member in good standing and shall be responsible for:

1. Perform such duties related to record keeping, notification of meetings, recording and disseminating

Section 5.2 - Election of Officers: The Board of Directors shall elect all Officers by simple majority vote.

Section 5.3 - Term of Office: The term of office for all Officers shall be two years and officers

may succeed themselves. Incumbent Officers shall serve until their successors have been duly appointed and installed (typically not to exceed 30 days).

Section 5.4 - Vacancy: The unexpired term of a vacancy in an office shall be filled by the Board of Directors from a list of nominees prepared by the Board Members.

Section 5.5 - Removal from Office: Any Officer may be removed by a majority vote of the full Board of Directors. Removal may be proposed to the Board by any member of CWOCC. The Officer shall be duly informed before any action is taken by the Board and thus given an opportunity to be heard. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of CWOCC would be served thereby.

Article VI

BOARD OF DIRECTORS MEETINGS

Section 6.1 - Regular Board of Directors Meetings

The Board of Directors shall meet in regular session, no less than four (4) times per year, by whatever means agreed by the Board. The Board may direct that CWOCC hold an annual meeting for the supporting members, at which time the Board may bring certain information and business to the attention of the members. The Board may also meet in regular session in conjunction with such annual meetings and programs.

Section 6.2 - Special Board of Directors Meetings:

Special meetings of the Board may be called by, or at the request of, the President or majority of the Board.

Section 6.3 - Notice of Meetings: Notice of any regular or special meeting of the Board of Directors shall be given at least Seven (7) days prior by notice delivered personally or sent by mail, telegram, pony express, carrier pigeon, email or other electronic media to each Board Member. The President, Vice President or Secretary will fix the time and place for such meetings.

Section 6.4 - Quorum: A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Board is present at said meeting, a simple majority of the Board present may adjourn the meeting from time to time without further notice.

Section 6.5 - Decision Making: Consensus is CWOCC's preferred decision making method. When decisions require a vote, a simple majority of the Board will determine the outcome. Voting may be conducted in person or any reasonable and verifiable method.

Article VII

GENERAL MEETINGS

Section 7.1 - Schedule:

A General Meeting may be held annually as scheduled by the Board of Directors. They will usually be open to the general public and will present information of interest to the community.

Section 7.2 - Call of Meeting:

Upon a written petition to the President by 10 voting members or 10% of voting membership (whichever is greater), the President will call a General meeting at which many organizational

business can be transacted. Any such business must be approved by a simple majority vote of the voting members present.

Section 7.3 - Notice of Meeting:

Notice of any General Meeting shall be given at least seven (7) days prior by notice posted on the organizational website and/or email list. The President, Vice President or Secretary will fix the time and place for such meetings.

Article VIII

COMMITTEES

Section 8.1 - Establishment of: The Board of Directors may establish committees to assist in conducting organizational business.

Section 8.2 - Committee Chairs and Membership: The President and Vice-President shall appoint a Committee Chair of each standing committee where not provided in these bylaws, subject to the approval of the Board. Additional committee members may be appointed, as needed, by each Committee Chair; these appointments may be subject to approval by the Board of Directors.

Section 8.3 - Officers: The President of the Board of Directors may serve as a voting member of all committees.

Section 8.4 - General Powers: A Committee designated by the Board of Directors may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by written resolution of the Board. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law. No committee, however, shall have the power to:

- Amend the articles of incorporation;
- Adopt an agreement of merger;
- Enter or terminate any binding contract on behalf of CWOCC;
- Make any purchase without prior Board approval;
- Amend the bylaws of the corporation;
- Fill vacancies on the Board;
- Recommend to Members the sale, lease or exchange of all or substantially all of CWOCC's assets
- Recommend to the Members dissolution of the corporation or a revocation of CWOCC's 501c3 status.
- Terminate memberships.

Article IX

CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 9.1- Contracts:

The Board of Directors shall authorize any Officer(s) or Agents(s) of CWOCC to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, CWOCC, and such authority may be general or confined to specific instances.

Section 9.2 - Deposits:

All funds shall be deposited promptly to the credit of CWOCC in such federally insured banks, trust companies or other depositories as the Board may select.

Section 9.3 - Gifts: The Committee Members, Board Members and any Officer may accept, on behalf of CWOCC, any unconditional contributions, gifts, bequests or devises of cash or marketable securities for the general purposes, or for any special purpose, of CWOCC. Conditional or restricted gifts, bequests or devises or gifts of other types of property shall first be approved by the Board of Directors before final acceptance.

Section 9.4 - Compensation of Officers and Members: No Officer or Member shall receive any compensation or remuneration from CWOCC for his/her services in official capacity of the office, but the Officer may be reimbursed for actual expenses incurred. CWOCC may employ any member, in his/her personal business, or professional capacity to perform services for CWOCC which would, in the normal course of business be contracted for with non-members, and CWOCC may pay such member reasonable compensation for such services.

Section 9.5 - Disbursements: CWOCC shall operate under a financial budget approved by the Board of Directors. The Treasurer is responsible for all disbursements; a purchase of any item in excess of \$250.00 must be authorized by a simple majority of the Board, with a voting record recorded by the Secretary.

Article X

BOOKS AND RECORDS

Section 10.1 - Books and Records: CWOCC shall keep complete records of accounts, disbursements and minutes of the proceedings of meetings, or any other documentation required by law. This may also include program accomplishments and volunteer records.

Section 10.2 - Reliance of Books and Records:

In discharging his or her duties, a Director or an Officer of the association, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- One or more Directors, Officers, or Employees of the association, or a business
- Legal counsel, public accountants, engineers, or other persons as to the matters of which it pertains
- A committee of the Board of which he or she is not a member if the Director or a Director of Officer is not entitled to rely on the information set forth above if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

Article XI

DUALITY OF INTEREST

Section 11.1 - Duality of Interest: Any Member, Officer, contract employee or Committee Member having an existing or potential interest in a contract or other transaction presented to the Board of Directors or a Committee for deliberation, authorization, approval, or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make a prompt, full, and frank disclosure of the interest to the Board or Committee prior to its acting on Such contract or transaction. The interested party shall disclose the nature and extent of the interest and any relevant and material facts, known to him or her, about the contract or

transaction which might reasonably be construed to be averse to CWOCC's interests.

Section 11.2 - Refraining from Action:

The body to which such disclosure is made shall determine, by a simple majority vote of disinterested members, whether the disclosure shows that the non-voting and non-participation provisions below must be observed. If so, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to Such contract or transaction. If not, such person may participate normally in the discussions, deliberations and voting on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable the abstention from voting and participation.

Section 11.3 - Definition of Interest: For the purposes of this Article, a person shall be deemed to have an "interest" in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with CWOCC or is a Director, trustee or Officer of, or has a significant financial or influential interest in, the entity contracting or dealing with CWOCC or is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

Article XII

INDEMNIFICATION

Section 12.1 - All Board Members or other duly elected persons of CWOCC, their heirs, executors and administrators shall be indemnified by CWOCC against all cost, expenses and amounts of liability therefore, reasonably incurred by or imposed on them in connection with any action suit, proceeding or claim to which they may be made a party or become involved by reason of an act of omissions or commission of their duties; provided that such indemnification shall not apply if a person be finally adjudged as having been individually guilty of willful misfeasance in the performance of this duty.

Section 12.2 - CWOCC will maintain a General Liability insurance policy and a Directors and Officers Liability Insurance policy having a limit of at least \$1,000,000 per occurrence with a \$2,000,000 aggregate.

Article XIII

DISSOLUTION

Section 13.1 - Dissolution of CWOCC: The Board of Directors may by a two-thirds vote dissolve CWOCC when it is satisfied that CWOCC is inactive and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of CWOCC. The decision to dissolve CWOCC shall be ratified by a majority vote of existing Members with voting rights, not earlier than 30 days after the decision is made known by the Board of Directors. Upon dissolution, all assets of CWOCC shall be used to satisfy any outstanding debts. Any remaining balance of CWOCC funds shall be given to a nonprofit organization dedicated to trail advocacy, such as a local trail advocacy organization and/or the International Mountain Bicycling Association (IMBA).

Article XIV

AMENDMENTS TO BYLAWS

Section 14.1 - Amendments to Bylaws: These Bylaws may be amended pursuant to the following procedures:

- An amendment may be proposed by the joint action of any three or more Board Members at any regular or special meeting of the Board.
- The Secretary shall send a copy of the proposed amendment to each member of the Board within one month after the proposal has been submitted.
- Upon approval of at least two thirds of the full Board of Directors, such proposed amendment shall be adopted.

Original Bylaws adopted: February 13, 2012

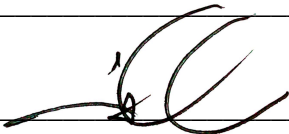
Revised Bylaws adopted: December 2, 2024



_____ Aaron Ruff _____ CWOCC Member/President

_____ Shane Stuard _____ CWOCC Member/Vice President

_____ CWOCC Member/Treasurer


_____ CWOCC Member/Secretary
Jacob Prunuske

