

Chippewa Off Road Bike Association

Board Meeting Minutes

March 15, 2016

6:30pm

Fantastic Sams Training Center

Members Present: Jereme Rauckman, Dan Deetz, Jon Riggs, Andy Tyrriver, Dean Roth, Pat Rasmus, Kevin Roytek, Jay Plummer (via phone)

Members Absent: Viet Van Dong, Dave Olson, Sue McDonald, Laura Plummer, Noah Michaelson, Brian Kelley, James Kiffmeyer, Ahmyn Masci

Also Present:

Meeting called to order at 6:45 by Dan Deetz

OPENING BUSINESS	
Approval of previous minutes	Voted to approve.
President's Report	Dan reminded the Board about elections and asked to be notified of potential candidates.
Sec-Treas. Report	Membership is at 101. Cash on hand is \$46K.
Member Input	

TRAIL & EVENT COMMITTEE REPORTS	
Area 178	Liaisons would like to set up a trail day for March 26 to work on a couple reroutes. Jereme will set up Facebook event. It was also mentioned that donation boxes are being installed at the park, though it was not clear where the donations would go or how they'd be used. Liaisons will look into it.
Hickory Ridge	Board voted to donate \$300 to the Friends of Hickory Ridge Trails to go toward winter singletrack grooming expenses. Those involved with organizing the Deer Fly are considering hosting a trail run, as well. Initial inquiries have been made into coming up with a land use agreement with Chippewa County, but nothing further.
Northwest Park	Trail closure signs are in place. A volunteer is in the process of collecting updated GPS data for all trails, so map signage can be produced and installed this year. Dan and Andy met with City of Eau Claire land managers and are working to update the land use agreement. The City expressed interest in trail building classes being held in Eau Claire, so Dan is working with Trail Design Specialists to see about setting up another Trail Master Certification class and potentially getting DNR grant funding.
Powder Keg	Jereme presented a brief recap. Only 83 racers participated this year, which is down significantly from previous years. Reports from USSSA are that attendance was down in general for snowshoe events. Due to low attendance and lack of sponsors, the event showed a net loss of \$247.

UNFINISHED BUSINESS	
Onion Reroute	Dan and Jon presented initial plans and material needs. The plan has been approved by the County land manager. Dan and Jon will arrange a time to allow interested board members to walk through the plan onsite.

Memorial Benches at Lowes	The County land manager has indicated a preference for the type of bench to be used. Board voted to purchase one bench at this time, with a memorial message engraved. Jon will place the order.
Annual Meeting	The board discussed possible dates. Dan and Jon will plan the meeting and collect nominations for the elections.

NEW BUSINESS	
Bylaw & Board Structure Changes	Board discussed proposed changes to bylaws and board structure that were discussed at the last meeting and presented to the Board via email last week. A question was raised as to whether there would be interest in the Member at Large positions for each county and should those positions, therefore, be created. The Board came to agree that representation in each county is important and that a minimal amount of participation should be required if CORBA is to put funds and resources into the areas in question. Board voted unanimously to approve the bylaws and structure changes (see attached Bylaws and comments).
Annual Report	Jereme created an annual report for 2015 and sought approval from the Board to distribute to the community. Board voted to approve.
Demo at Lowes Creek	Dan is in discussions with Scheels regarding an upcoming bike demo at Lowes and possible CORBA involvement. He will provide more information as it comes.

Meeting adjourned at:

Submitted by Jereme Rauckman, Secretary & Treasurer

BY-LAWS
OF
CHIPPEWA OFF ROAD BIKE ASSOCIATION, INC.
Adopted XX XX, 2016

ARTICLE I – NAME OF ORGANIZATION

The name of the corporation is Chippewa Off Road Bike Association, Inc. The corporation may also use the name CORBA.

ARTICLE II – CORPORATE PURPOSE

Section 1 – Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Commented [JR1]: Adding 501c3 language.

Section 2 – Specific Purpose

CORBA is a volunteer-based organization dedicated to developing and promoting multi-use trails, mountain biking and other trail-based activities in Wisconsin's Chippewa Valley.

The specific objectives and purposes of CORBA shall be:

- a. To partner with local land managers to assist in developing, maintaining and promoting single track multi-use trails.
- b. To use, teach, and promote sustainable and responsible trail building and trail use methods.
- c. To provide opportunities for participants to engage in mountain biking and other trail-based activities.
- d. To sponsor, host, and/or participate in events and activities that promote mountain biking and other single track trail-based sports.

Commented [JR2]: Added language spelling out CORBA's mission and purpose.

ARTICLE III – MEMBERSHIP AND MEETINGS OF MEMBERS

Section 1 – Eligibility for Membership

Membership in CORBA shall be open to anyone. Membership dues are established by the International Mountain Bicycling Association (IMBA) and are due annually. Each individual/family/business membership shall have one vote at any annual or special meetings of the club.

Section 2 – Annual Meetings

The annual meeting of the membership shall be held during the first quarter of each year for the purpose of electing directors and officers and for the transaction of such business as may come before the meeting.

Section 3 – Special Meetings

Special meetings of the general membership, for any purpose or purposes, may be called by the President or the Executive Committee. Meeting location shall be as determined by the President or Executive Committee. Notice of the place, day and hour of the meeting and the purpose for which the meeting is called, shall be transmitted to members at least three days in advance before such meeting, either in writing, or in such other manner as the President or Executive Committee shall designate.

Section 4 – Quorum

A minimum of one officer and three members in attendance at a scheduled meeting shall constitute a quorum. If less than a quorum of members is present at any meeting, the meeting will be cancelled.

Section 5 – Voting

A simple majority of votes cast at any meeting shall be decisive of any motion or election.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2 – Number, Tenure, Requirements, and Qualifications

- a. [The number of Directors shall consist of no less than three (3) and no more than eleven (11), including the Officers, Members at Large for each county, and general Board Members.]
- b. One (1) Member at Large position shall be elected for each county in which CORBA serves to maintain and/or assist in developing trails. Each Member at Large shall act as a representative of the liaisons, members, land managers and partners in their respective county. The number of Members at Large shall be dependent on the number of counties CORBA works in at that time.]
- c. All Directors shall be elected by a majority of votes cast by the membership at the annual meeting.
- d. Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full.
- e. The length of term for the Officers shall be for two years, and remaining Directors shall hold office for a term of one year. Each Director and Officer shall hold office for their elected term, until his/her successor shall have been elected, or until his/her death, or until he/she shall resign. The Officers shall serve no more than three consecutive terms, and there shall be no limit on the number of terms which a non-Officer Director may serve. A term shall begin upon election at the annual meeting. Partial terms, created and filled due to a Board vacancy will not count towards the limit of three terms.
- f. No member of the Board of Directors may miss three or more consecutive meetings of the Board and shall not miss more than four meetings in a year. Excessive absences may lead to removal from the Board, as per Section 8 below.
- g. Each Director is shall participate in fundraising and shall volunteer with at least two CORBA race events each year.

Commented [JR3]: Changed the maximum number of board members from 13 to 11 and indicated a minimum number of 3.

Commented [JR4]: Added language indicating each county CORBA works in should have a Member at Large representative serving as a director.

Section 3 – Regular Meetings

[The Board of Directors shall conduct no less than four (4) regular meetings annually. Notice of these regular meetings shall be sent to all members of the Board at least ten (10) days in advance.]

Commented [JR5]: Added language setting a minimum number of Board of Directors meetings that shall be held each year.

Section 4 – Special Meetings

Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors. Notice of these special meetings shall be sent to all members of the Board at least (3) days in advance.

Section 5 – Quorum

A quorum shall consist of a majority of then-current members of the Board of Directors, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6 – Voting

Each member of the Board of Directors shall be entitled to cast one vote.

Section 7 – Vacancies

Any vacancy occurring on the Board, including a vacancy created by an increase in the number of Board Members, may be filled until the next succeeding annual election by appointment by the President subject to confirmation by the affirmative vote of two-thirds (2/3) of the full Board then in office.

Section 8 – Removal of Director

Any member of the Board of Directors may be removed with or without cause, at any time, by a two-thirds (2/3) majority of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must be notified in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Section 9 – Trail Liaisons

The Board of Directors shall appoint one (1) or two (2) Trail Liaisons for each trail system CORBA maintains and/or assists with trail development in. Trail Liaisons:

- a) Shall work in conjunction with the Trails Director and the Member at Large for their respective county to oversee trail development, maintenance, volunteer work and and community development in their appointed trail system.
- b) Shall have duties and responsibilities laid out by the Board of Directors.
- c) Shall be appointed by simple majority of the Board of Directors and may be removed by same.
- d) Shall not have term limits but will be reviewed on an annual basis. The Board will accept and consider applications and nominations for trail liaisons as they are submitted.
- e) Shall be a member of the Corporation whose membership dues are paid in full.
- f) Will not automatically be members of the Board of Directors and will not have Board voting rights but may serve concurrently as a Director if they seek and are elected or appointed into a Board position as described in Section 2 above.

Commented [JR6]: Transition Trail Liaisons to non-Board representative positions appointed by the Board of Directors.

Section 5 – Conflict of Interest

Any member presented with a conflict of interest shall be compelled to abstain from voting. A conflict of interest is defined as a matter in which the member may benefit either personally or financially.

ARTICLE V – OFFICERS

The officers of this Board shall be President, Vice President, Secretary, Treasurer, and Trails Director. One Director may fulfill both the Secretary and Treasurer positions simultaneously if approved by simple majority of the Board. All officers must have the status of active members of the Board.

Commented [JR7]: Separates Treasurer and Secretary into two separate positions.

Section 1 – President

- a) The President shall be the principal executive officer of the corporation and shall supervise and control all the business and affairs of the corporation.
- b) He/She shall, when present, preside at all meetings of the members and of the Executive Committee.
- c) He/She shall have authority to appoint such agents and representatives of the corporation as he/she shall deem necessary, and to delegate authority to them.
- d) He/She shall have authority to sign all checks and other documents on behalf of the corporation in the course of its regular business, and he/she may authorize the Vice President or any officer or agent of the corporation to sign such checks or other documents in his/her place.
- e) He/She shall perform additional duties as the Board may provide from time to time.

Commented [JR8]: Language added to each Officer position to indicate duties may extend beyond what's indicated in Bylaws alone.

Section 2 – Vice President

- a) In the absence of the President, or in the event of his/her death or inability or refusal to act, the Vice President shall perform the duties of the President, and when so doing shall have all the powers of, and be subject to, all the restrictions upon the President.
- b) He/She shall perform additional duties as the Board may provide from time to time.

Section 3 – Secretary

- a) The Secretary shall keep all minutes of the membership and Board and Committee Meetings.
- b) He/She shall see that all notices are given to members and to members of the Executive Committee as required by these bylaws or by resolution of the Executive Committee.
- c) He/She shall be custodian of the records of the Corporation.
- d) He/She shall keep a record of the post office address and email address of each member of the Corporation.
- e) He/She shall perform additional duties as the Board may provide from time to time.

Section 4 – Treasurer

- a) The Treasurer shall have charge and custody of, and be responsible for, all funds of the corporation, receive and give receipts for all moneys due and payable to the corporation from all sources, deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected by the Executive Committee, make expenditures and sign all checks as the Executive Committee shall indicate. All amounts over \$500 must be approved by a majority of the Executive Committee.
- b) He/She shall ensure any and all events and grants managed by the corporation are operated within budgets and shall be permitted access to and oversight of those budgets. This includes, but is not limited to, the Firecracker, Powder Keg, Fall Back Blast and Deer Fly Chase.
- c) He/She shall be bonded at the discretion of the Executive Committee.
- d) He/She shall provide the Board and membership with budget reports on a quarterly (minimum) basis.
- e) He/She shall provide oversight to an Audit Committee to examine the financial records, if established by the full Board and if required by the IRS.
- f) He/She shall perform additional duties as the Board may provide from time to time.

Commented [JR9]: Previous language stated the Treasurer would "oversee the budgets" for these events. Proposed language states that the Treasurer should make sure a budget is being followed and is able to access that budget but isn't necessarily required to oversee it. This language follows what we've actually been doing in practice.

Section 5 – Trails Director

- a) The Trails Director shall facilitate trail layout and work with Trail Liaisons and land managers following processes established by the Executive Committee.
- b) He/She shall establish trail work days and ensure general membership is notified.
- c) He/She shall facilitate trail development and maintenance following International Mountain Bicycling Association guidelines.
- d) He/She shall ensure compliance with all safety measures and that all members and volunteers sign waivers prior to performing any work requiring such.
- e) He/She shall ensure that any member operating mechanized equipment is a paid member of the corporation and is following all established guidelines regarding approval, trail building methods and safety.
- f) He/She shall track and record trail work time and volunteers.
- g) He/She shall oversee equipment inventory and maintenance; including an annual tool collection and inventory. This may be done in conjunction with a member assigned to handle tools and equipment oversight.
- h) He/She shall perform additional duties as the Board may provide from time to time.

Commented [JR10]: Rename Trail Marshal position to Trails Director to describe the position better and avoid confusion with "trail marshals" at races.

Section 6 – Election of Officers

The officers of the corporation shall be elected by a majority vote cast by the general membership at the Annual Meeting. Officer terms shall commence immediately following the Annual Meeting. Each officer shall hold office until his/her successor shall have been duly elected, or until his/her death or resignation.

Section 7 – Vacancies

Any Officer vacancy may be filled until the next succeeding annual election by appointment by the President subject to confirmation by the affirmative vote of two-thirds (2/3) of the full Board then in office.

Section 8 – Removal of Officer

Any Officer may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must be notified in advance of the proposed action.

ARTICLE VI – COMMITTEES

Section 1 – Committee Formation

The Board may create committees as needed, such as for finance, fundraising, member and volunteer recruitment/retention, events, etc. The President may appoint committee chairs or may delegate that duty to another officer.

Commented [JR11]: Added language allowing for formation of future committees, if needed.

Section 2 – Executive Committee

- a) The Officers of the Board of Directors serve as the Executive Committee.
- b) The Executive Committee may exercise the powers of the Board with respect to the management of the affairs of the Corporation in the intervals between meetings of the Board of Directors, except for amending the Articles of Incorporation and Bylaws or filling Director or Officer vacancies, and is subject to the direction and control of the full board.
- c) A regular meeting of the Executive Committee may be held at any time, by call from the President or any Executive Committee member, without notice to the membership. Notice of Executive Committee meetings to the full Board shall be given at least twenty-four hours prior to the meeting by written or electronic notice.
- d) Three-fifths of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the full Board. All actions and decisions of the Executive Committee shall be ratified by the full Board at a subsequent meeting where a quorum is present.

Commented [JR12]: Previous language said, "The business and affairs of the Corporation shall be managed by the Executive Committee," without specifying limits to that power. Proposed language limits those powers when it comes to Articles/Bylaws amendments and filling Board vacancies and only apply to the intervals between meetings and that the full Board has ultimate say.

ARTICLE VII – AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a simply majority of the membership present at any annual or special meeting of the membership where a quorum is present, or by a two-thirds vote of the full Board where a quorum is present, except to an extent that the members, in adopting, amending or repealing a particular bylaw, provide within the bylaw that the board may not amend, repeal, or readopt that bylaw.

Commented [JR13]: Previous language regarding bylaw amendments was muddy. Replaced with new language, taken from WI statutes on nonprofits, that specifies the members or Board can amend any bylaw that doesn't specifically say the Board cannot do so.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall be from January 1 – December 31st.

ARTICLE IX – DUES

Membership Dues shall be established by the International Mountain Bicycling Association. Membership Dues shall be paid on an annual basis. Membership Dues shall be paid on individual/family or business basis.

ARTICLE X – DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 , or corresponding section of any future Federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.