

` Mission and Bylaws
St Germain Silent Trails UA
Effective March 19, 2026

ARTICLE I. NAME

Section 1. The name of this organization shall be the St Germain Silent Trails Unincorporated Association (UA).

ARTICLE II. MISSION

Section 1. The mission of the St Germain Silent Trails UA is to provide support for the non-motorized trails in the town of St Germain, through fundraising, trail maintenance, trail building, advocacy, and social events.

The Germain Silent Trails UA is dedicated to protecting the hiking, biking, snowshoe, and ski trails within the town of St Germain with a commitment to environmental protection and open space preservation.

St Germain Silent Trails UA and its members are dedicated to volunteering regularly for trail maintenance projects and winter trail grooming, particularly at Fern Ridge Trails and Awassa Trails. St Germain Silent Trails UA will also help, where needed, for projects along the 12-mile paved Bike & Hike Trail. The organization will communicate and collaborate with St Germain Non-Motorized Trails Committee and the Town of St Germain in its efforts to maintain and promote the silent trails within the town of St Germain.

St Germain Silent Trails UA will hold a variety of events to promote and raise funds for the silent sport trails within the town. These events will be open to members and the public, alike, and will help to draw attention to the trails during all seasons.

ARTICLE III. MEMBERSHIP

Section 1. Any person interested in the non-motorized trails within St Germain and the surrounding areas, will be eligible for membership upon application.

Section 2. Applications for membership are available from the UA. Adults age 18 and older are considered voting members of the UA. Children under 18 may participate in trail maintenance

and volunteer activities when accompanied by a parent or guardian, though they do not have voting rights. The supervising adult assumes responsibility for the youth's safety and conduct during the activity.

Section 3. Individual dues shall be \$20 per year. Family dues shall be \$30 per year and include all individuals residing in the same household. Annual Fees are payable in January. Changes in dues must be approved by a majority of the voting members at a regular meeting. Memberships paid on or after September 1st will be grandfathered into the following year.

Section 4. Any membership may be terminated by resignation.

Section 5. The Officers reserve the right to reject the application or terminate the membership of any party for just cause.

ARTICLE IV. OFFICERS

Section 1. Officers shall be as follows:

A. President – Calls meetings; acts as chairman at meetings; periodically communicates with other Officers to organize UA activities.

B. Secretary – Acts as chairman at meetings when President is unavailable; takes minutes of meetings, maintains records of UA activities including bylaws, meeting minutes, and official correspondence.

C. Treasurer – Maintains UA funds; pays bills at the request of Officers; keeps membership records; maintains financial statements and records; reports UA's financial status to Officers and general membership at regular meetings.

Section 2. All officers shall be nominated at the regular meeting in April. Persons with the most votes shall be elected by a vote among current members in good standing voting through a ballot process at the following May meeting. Elected officers shall begin their term in May and hold office for one year or until their successors are elected and duly installed. If an officer is unable to complete his or her term of office, the remaining officers shall appoint a member to fill the unexpired term at the next regular meeting.

Section 3. Officers may take routine or time-sensitive actions necessary to carry out previously approved programs, events, or maintenance activities. This includes:

- Paying ordinary expenses already included in the approved budget
- Scheduling volunteer workdays or routine trail maintenance
- Communicating with the Town of St. Germain or partner organizations

- Making purchases under \$500

Officers may not, without a vote of the membership:

- Approve new projects or expenditures exceeding \$500
- Enter into contracts or agreements on behalf of the UA
- Spend funds on unbudgeted items exceeding the spending limit
- Change membership dues
- Amend the bylaws
- Commit the UA to long-term financial obligations
- Take any action that materially changes to the mission or direction of the UA

Any action taken by the Officers between meetings must be reported at the next regular meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of up to five (5) members elected by the membership in addition to the Officers. These members shall serve a term of 2 (two) years. To establish staggered terms, at the first meeting following the adoption of these Bylaws, two (2) members shall be elected to an initial term of two (2) years and the remaining directors will be elected to an initial term of one (1) year. Thereafter, all Directors shall be elected to full two-year terms. Directors may not simultaneously serve as Officers.

Section 2. All Directors whose two-year term is expiring shall be nominated at the regular meeting in April. Persons with the most votes shall be elected by a vote among current members in good standing voting through a ballot process at the following May meeting. Elected Directors shall begin their term in May and hold office for a two (2) year term. If a Director is unable to complete his or her term of office, the Board of Directors shall appoint a member to fill the unexpired term at the next regular meeting.

Section 3. The Board of Directors shall provide oversight of the UA's finances, compliance, and long-term planning. The Board may take routine or time-sensitive actions necessary to carry out programs, events, and maintenance activities previously approved by the membership.

The Board may NOT, without approval of the membership:

- Approve new projects or expenditures exceeding \$500.
- Enter into contracts or agreements on behalf of the UA
- Spend funds on unbudgeted items exceeding the spending limit
- Make any material changes to the mission or direction of the UA.

- Change membership dues
- Amend the bylaws
- Commit the UA to long-term financial obligations
- Take any action that materially alters the mission or direction of the UA.

Section 4. The Board shall meet as needed, either in person or electronically. A majority of Directors shall constitute a quorum. Actions of the Board shall be reported to the membership at the next regular meeting.

Section 5. Any action of the Board may be overridden by a two-thirds vote of members present and in good standing at any regular or special meeting.

ARTICLE VI. MEETINGS

Section 1. There shall be four or more regular meetings called by the President per calendar year.

Section 2. There shall be meetings of the Officers and Board of Directors as needed.

Section 3. There shall be special meetings at the request of any member upon approval of a majority of the officers or at the request of any officer.

Section 4. Meetings and votes of the membership or Board may be conducted in person or electronically/virtually, provided all participants can communicate in real time.

Section 5. At all regular or special membership meetings, a quorum shall consist of at least five (5) voting members in good standing. Motions may be passed by a simple majority vote of the UA members present.

Section 6. Robert's Rules of Order, Revised, shall govern the proceedings of the UA at all meetings, subject to the special rules which have been or may be adopted.

ARTICLE VII. COMMITTEES AND COORDINATORS

Section 1. Committees and / or coordinators shall be appointed by the President with the approval of the Officers and shall consist of one coordinator or one chairperson per event, program, or activity. They will serve for one-year terms unless reappointed.

Section 2. Committee chairs and / or coordinators shall report to the President and provide updates at regular meetings.

Section 3. Committee chairs and / or coordinators shall organize and manage the operational aspects of their assigned activity and may recruit volunteers as needed. They shall not have the authority to make financial commitments or expenditures on behalf of the UA without prior approval of the Officers but have the authority to operate within the annual budget approved by the membership.

ARTICLE VIII. FINANCIAL CONTROLS

Section 1. Two Approvals Required

UA funds shall be maintained in a financial institution approved by the Officers. All payments, whether by check, electronic transfer, debit card, or other method, shall require authorization from two Officers. Authorization may be provided by:

- Two physical signatures on a check, or
- Written or electronic approval (email or text) from a second Officer prior to payment.

No individual Officer may authorize or approve a payment to themselves.

Section 2. Annual Budget Presentation and Approval

The Treasurer shall prepare an annual budget for the upcoming year, including anticipated revenues, routine expenses, and planned projects. The proposed budget shall be reviewed by the Board of Directors and presented to the membership at the first regular meeting of the calendar year. The budget shall become effective upon approval by a majority vote of members present and in good standing. No unbudgeted expenditure exceeding \$500 may be made without prior approval of the membership.

Section 3. Emergency Decisions

If an urgent decision is required before the next regular meeting, Officers may act with a unanimous vote of all Officers. The action must be reported to the membership at the next regular meeting and is subject to override by a majority vote of members present.

Section 4. Annual Financial Review

The Treasurer shall present the UA's financial records including bank statements, transaction history and year-end financial report for review at least once per calendar year. The review shall be conducted by one or more members in good standing who are not authorized signers on the UA accounts. The purpose of the review is to verify accuracy, ensure compliance with approved budgets and financial controls, and promote transparency. A summary of the findings shall be reported to the membership at the next regular meeting.

ARTICLE IX. MISCELLANEOUS

Section 1. The UA shall hold status as a not-for-profit organization through the Secretary of State of Wisconsin.

Section 2. At any meeting, an amendment to these bylaws may be introduced by any UA member in good standing. Such amendments to the bylaws shall be effective upon ratification by 2/3 majority of those members present and voting and in good standing.

Section 3. All meeting minutes and official records shall be maintained for a minimum of five (5) years and stored in a shared, accessible location designated by the Officers.

Section 4. Distribution of assets upon dissolution. All UA assets to include, but not limited to, tools, educational material, money, and other property shall be dispersed, as remaining members see fit, upon the possible dissolution of the UA.