

BY-LAWS  
CORBA  
Adopted March 13, 2024

## **ARTICLE I – NAME OF ORGANIZATION**

The name of the corporation is Community for Outdoor Recreation, Biking, and Adventure. The corporation may also use the added descriptor of CORBA Trails.

## **ARTICLE II – CORPORATE PURPOSE**

### **Section 1 – Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, or 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.

### **Section 2 – Specific Purpose**

CORBA is a volunteer-based organization dedicated to developing and promoting multi-use trails, biking, trail running, hiking, and other trail-based or adventure activities in Wisconsin. This includes, but is not limited to, trail systems in Eau Claire, Chippewa, Dunn, and Barron Counties.

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 biking, trail running, hiking and other trail-based or adventure activities.
- d) To sponsor, host, and/or participate in events and activities that promote outdoor recreation and adventure.
- e) To serve our community by developing and advocating for the cultural and social benefits of outdoor activities, events, and trails.
- f) To elevate access and opportunities for youth and traditionally underserved populations, along with all users, to engage with the outdoors in ways that benefit mental health, physical health, and social/community health.

## **ARTICLE III – MEMBERSHIP AND MEETINGS OF MEMBERS**

### **Section 1 – Eligibility for Membership**

Membership in CORBA shall be open to anyone.

### **Section 2 - Dues**

Membership Dues shall be established by the Board of Directors. Membership

Dues shall be paid on an annual basis. Membership Dues shall be paid on an individual or family basis.

### **Section 3 – 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 by the board or membership prior to elections.

### **Section 4 – Special Meetings of the Membership**

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 (3) days in advance before such meeting, either in writing, or in such other manner as the President or Executive Committee shall designate.

### **Section 5 – Voting**

A simple majority of votes cast at any membership meeting shall be decisive of any motion or election. Each individual membership shall have one vote and each family membership shall have one vote at any annual or special meetings of the organization.

## **ARTICLE IV – BOARD OF DIRECTORS and MEETINGS OF THE 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 – Duties**

Directors must meet the duty of care by exercising their responsibilities in good faith and with diligence, attention, care and skill; carrying out the purpose and mission of the charitable nonprofit; complying with Federal and Wisconsin State law; completed requiring filings, and complying with the organization's articles of incorporation, these bylaws, and policies.

### **Section 3 – Nomination**

Members may nominate themselves for any open or electable position by notifying any board member. Notice of the nomination must be sent to the full Board within ten (10) days of receipt and/or within ten (10) days of the Annual Meeting. Nominations shall be approved by a majority of the board. The Treasurer, not the President, shall be able to swing a tie vote for nomination approval.

### **Section 4 – Number, Tenure, Requirements, and Qualifications**

- a) The number of Directors shall consist of no less than three (3) and no more than thirteen (13), including the Officers, Members at Large for each

county, and general Board Members. Within these limits, the board may increase or decrease the number of directors serving on the board by act of two-thirds (2/3) of the full Board. A decrease in the number of Board Members shall not remove any elected board member.

- b) One (1) Member at Large position shall be elected for each county in which CORBA serves to maintain and/or assists with trail development. 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 their successor shall have been elected, or until their death, or until they shall resign. A term shall begin upon election at the annual meeting.
- 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 Article IV Section 12.
- g) Each Director shall participate in fundraising and shall volunteer with at least two CORBA events each year.
- h) Each Director shall participate in at least one committee.

### **Section 5 – Regular Meetings**

The Board of Directors shall conduct monthly meetings. Notice of these regular meetings shall be sent to all members of the Board at least ten (10) days in advance via electronic mail and/or posted to the CORBA website calendar.

### **Section 6 – 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 three (3) days in advance and/or posted on the CORBA website calendar.

### **Section 7 – 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 8 – Voting**

Each member of the Board of Directors shall be entitled to cast one vote. On the occasion that the Board of Directors are unable to make a decision based on a tied number of votes, the President or Treasurer, in the order of presence, shall

have the power to swing the vote based on their discretion.

### **Section 9 – Action Without Meeting**

Any action required or permitted to be taken by the full Board of Directors or Officers may be taken without a meeting, if the action passes by the necessary threshold for approval for such action. Such actions shall be filed with the minutes of the subsequent meeting of the Board of Directors.

### **Section 10 – Conflict of Interest**

Conflict of Interest includes, but may not be limited to:

- a) Leadership or decision-making role within an organization that is similar to, competes with, or benefits from CORBA either financially or otherwise.
- b) Personal financial benefit to the Board member or immediate family.
- c) Professional benefit to the Board member's business or place of employment.

No member of the Board may vote upon a matter coming before that body in which they or their family have a direct financial interest. Immediately upon becoming aware that such a conflict may exist, the Board member must disclose the existence of the potential conflict to the other Board member, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes. Board members may identify a conflict of interest either for themselves or for others. The Board shall also comply with any Conflict of Interest Policy enacted by the corporation.

### **Section 11 – 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 12 – 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 12 – 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 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 a simple majority of the Board of Directors and may be removed by the 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 Article IV Section 4.

## **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 a simple majority of the Board.

### **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) They shall, when present, preside at all meetings of the members, Board and of the Executive Committee.
- c) They shall have authority to appoint such agents and representatives of the corporation as they shall deem necessary, and to delegate authority to them.
- d) They shall have authority to sign all checks and other documents on behalf of the corporation in the course of its regular business, and they may authorize the Vice President or any officer or agent of the corporation to sign such checks or other documents in their place.
- e) They shall perform additional duties as the Board may provide from time to time.

### **Section 2 – Vice President**

- a) In the absence of the President, or in the event of their 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) They shall perform additional duties as the Board may provide from time to time.
- c) The Vice President is responsible for providing general membership communication in collaboration with the Membership and Engagement Committee Chairperson including updates following monthly Board meetings either directly or through delegation. Communication updates will be sent by electronic mail to current members.
- d) The Vice President is responsible for arranging the meeting location for all Board meetings.

### **Section 3 – Secretary**

- a) The Secretary shall keep all minutes of the membership and Board and

#### Committee Meetings.

- b) They 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) They shall be custodian of the records of the Corporation.
- d) They shall keep a record of the post office address and email address of each member of the Corporation.
- e) They shall perform additional duties as the Board may provide from time to time.
- f) They shall maintain a Document Library and follow the corporation's Document Control policy.
- g) The Secretary may appoint, with approval of the Board, someone to assist in performance of all or part of the duties of the Secretary.

### **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. The corporation shall keep a policy for expenditure limits, requiring two-thirds (2/3) approval of the full Board for revision.
- b) They 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.
- c) They shall be bonded at the discretion of the Executive Committee.
- d) They shall provide the Board and membership with budget reports on a quarterly (minimum) basis.
- e) They 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) They shall perform additional duties as the Board may provide from time to time.

### **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) They shall establish trail work days and ensure general membership is notified.
- c) They shall facilitate trail development and maintenance following International Mountain Bicycling Association guidelines and Management of Use contracts.
- d) They shall ensure compliance with all safety measures and that all members and volunteers sign waivers prior to performing any work requiring such.
- e) They 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) They shall track and record trail work time and volunteers.
  - g) They 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) They shall perform additional duties as the Board may provide from time to time.

### **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 their office term until their successor shall have been duly elected, or until their 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**

In addition to the committees in Article VI Sections 3-7, the Board may create committees as needed by a simple majority of the Board and those committees may be dissolved by the same. The President may appoint committee chairs or may delegate that duty to another Officer. For the avoidance of doubt, a committee may be referred to as a team, which shall have the same authority as a committee pursuant to these Bylaws.

### **Section 2 – Committee Rules**

- a) Chairpersons of the Events, Grants, Partnerships and Sponsorship, and Membership and Engagement committees shall be decided by the board no later than the adjournment of the monthly board meeting following the Annual Meeting. If a Chairperson cannot be decided, the President shall appoint the Chairperson.
- b) All committees Chairpersons shall be members of the Board.
- c) Minutes shall be taken at each Committee meeting by the Chairperson or delegate, unless the Secretary is present. Minutes shall be sent to the Secretary for review at a subsequent board meeting and filed with the corporate records.
- d) Membership shall consist of at least one (1) Board member, general members and interested persons as appointed by the Committee

Chairperson

- e) Committees, except for the Executive, shall conduct meetings at least Quarterly. Notice of these meetings shall be sent to all members of the committee and the full Board by electronic mail at least ten (10) days in advance and/or posted to the CORBA website calendar.

### **Section 3 – Executive Committee**

- a) The Officers of the Board of Directors serve as the Executive Committee.
- b) The President shall be Chairperson. If the President is not able to perform their duties, the Vice President shall be Chairperson.
- c) 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.
- d) 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 (24) hours prior to the meeting by written or electronic notice.
- e) Three-fifths (3/5) 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.

### **Section 4 – Events Committee**

- a) Membership shall consist of at least two (2) Board members, general members and interested persons as appointed by the Committee Chairperson.
- b) The committee shall be charged with events.

### **Section 4 – Grant Research and Writing Committee**

- a) Membership shall consist of at least two (2) Board members, general members and interested persons as appointed by the Committee Chairperson.
- b) The committee shall be charged with fund development through business or community organizations and grant writing.

### **Section 5 – Partnership and Sponsorship Committee**

- a) Membership shall consist of at least two (2) Board members, general members and interested persons as appointed by the Committee Chairperson.
- b) The committee shall be charged with oversight of CORBA partnerships and sponsorships for events and the corporation.

### **Section 6 – Membership and Engagement Committee**

- a) Membership shall consist of at least two (2) Board members, general



members and interested persons as appointed by the Committee Chairperson.

- b) The committee shall be charged with member engagement, development, volunteering, and community relationship building.

### **Section 7 – Finance Committee**

- a) Membership shall consist of at least two (2) Board members, general members and interested persons as appointed by the Committee Chairperson.
- b) Chairperson for the Finance Committee shall be the Board Treasurer.
- c) The committee shall be charged with financial oversight, regulatory compliance, budgets, and provides support for fundraising.

## **ARTICLE VII – MISCELLANEOUS**

### **Section 1 – Nondiscrimination Policy**

This corporation does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation or age in any of its activities or operations and is committed to a policy of fair representation on the Board of Directors.

### **Section 2 – Amendments**

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a simple majority of the membership present at any annual or special meeting of the membership where a quorum is present, or by a two-thirds (2/3) 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.

### **Section 3 – Document Library and Document Control**

Any official written policy, procedure, form, or other controlled document, new or revision, shall be approved by a majority of the Board, unless noted otherwise in these Bylaws, and filed and maintained by the Secretary.

## **ARTICLE VIII – FISCAL YEAR**

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

## **ARTICLE IX – 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.