

BY-LAWS  
PRICE AREA TRAIL HUB, Inc. (PATH)  
Page 1 of 4

**Article I – NAME, OFFICE and PURPOSE**

**Section 1.** The name of the organization shall be PRICE AREA TRAIL HUB, Inc. (PATH).

**Section 2.** The registered office shall be located within the State of Wisconsin at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with the principal office. The Board of Directors may change the registered agent and address of the registered office from time to time, upon filing the appropriate statement with the Wisconsin Department of Financial Institutions.

**Section 3.** The purpose of PATH is to seek out, develop, maintain, support and promote silent sports trails, activities and facilities on federal, state, county and school properties for educational purposes and recreational use by the general public. Private property can be utilized provided appropriate land use agreements, as determined by the Board of Directors, are in place with the land owner. PATH is organized exclusively for charitable, religious, educational and scientific purpose under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article II – Membership**

**Section 1.** Membership in PATH is open to any interested persons who subscribes to the purpose for which the organization was formed.

**Section 2.** Application for membership shall be in writing signed by the applicant on forms provided by PATH. Such application shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation and the Bylaws presently or hereinafter adopted by PATH. Membership shall commence on the day of the month in which the completed application and payment of dues is received by the principal office. Membership shall expire at the end of the calendar year regardless of when the applicant's membership has commenced.

**Section 3.** Membership in PATH shall automatically terminate in the event the member fails to pay annual dues upon expiration of existing membership. Membership can be reinstated, without the need to complete a new membership application, if annual dues are paid within thirty (30) days of expiration.

**Section 4.** Membership can be terminated if there is conduct detrimental to the purpose of PATH upon the affirmative vote for removal by two thirds of the Directors present. A Member who has been thus expelled may be reinstated upon the affirmative vote for reinstatement of two thirds of the Directors. The Directors will give the Member the opportunity to present a written and/or verbal explanation of behavior for review in advance of the voting process.

**Article II – Membership (continued)**

**Section 5.** Membership dues are set by, and subject to change, based on the decision of the Board of Directors.

**Article III – Fiscal Year**

**Section 1.** The fiscal year shall be from July 1 to June 30 inclusive.

**Article IV – Board of Directors**

**Section 1.** The business, property and those affairs of PATH not delegated by these Bylaws shall be managed and controlled by the Board of Directors.

**Section 2.** The Board of Directors shall consist of the no fewer than three (3) and no more than five (5) members including the officers pursuant to Article V, Section 1. Each Director shall serve a (2) year term with Directors terms staggered to provide for continuity. The inaugural board will serve between 1-3 years to initiate the rotational election pattern. There are no term limits. To be eligible to serve on the Board of Directors, a candidate must be a PATH member in good standing. Directors will be elected by the members at the Annual Membership Meeting. Director’s terms start at the beginning of the fiscal year.

**Section 3.** The Board of Directors shall meet regularly but no less than two (2) times per year.

**Section 4.** A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

**Section 5.** If a Director is unable to serve for any reason, the vacant Director position shall be appointed by majority vote of the Officers and remaining Members of the Board of Directors. The appointed Board of Directors position will be up for election at the next annual membership meeting.

**Article V – Officers and Duties**

**Section 1.** The officers of PATH shall be current board members and elected by the Board of Directors at the Annual Directors Meeting for terms of one (1) year to begin following the Annual Directors Meeting. These officers shall consist of a President, Vice President, Secretary and Treasurer. All officers must be members in good standing of PATH. No person shall hold more than one (1) office at any time, except for the offices of Secretary and Treasurer. There are no term limits.

**Section 2.** The President shall preside at all PATH membership, Board or Directors and Executive Committee meetings, appoint all committees, and serve as a member of the Executive Committee and ex-officio member of all committees.

BY-LAWS  
PRICE AREA TRAIL HUB, Inc. (PATH)  
Page 3 of 4

**Section 3.** The Vice President shall assume the duties of the President when the President is unable to do so, serve as a member of the Executive Committee and assume other duties as directed by the President and Board of Directors.

**Section 4.** The Secretary shall keep minutes and records of PATH membership, Board of Directors and Executive Committee meetings, maintain membership rolls and serve as a member of the Executive Committee. The Secretary shall send all required notices to members of PATH, as required by these bylaws, the Board of Directors or Executive Committee and maintain the correspondence of PATH.

**Section 5.** The Treasurer shall have custody of all funds and property of PATH. Along with the President, the Treasurer has the authority to sign and execute, in the name of PATH, all contracts, agreements and other obligations of PATH. The Treasurer shall deposit, invest and disburse funds as directed by the Board of Directors, keep full and accurate accounts of all monies received and paid out, provide a financial report for each meeting of the Board of Directors and make an annual financial report to the membership. All checks for the disbursement of funds of PATH above \$2,500 shall be signed by the President and counter-signed by the Treasurer. The Treasurer will also make all necessary filings with the Internal Revenue Service, state and local authorities.

**Section 6.** If an officer is unable to serve for any reason, the vacant position shall be appointed by majority vote of the Board of Directors and remaining Officers. The appointed officer position will be up for election at the next annual Directors meeting.

**Section 7.** The Executive Committee shall consist of the above officers (President, Vice President, Secretary and Treasurer); it shall conduct the business of PATH between meetings, call membership meetings as necessary, and make an annual report to the membership.

## **Article VI – Meetings**

**Section 1.** There shall be an annual membership meeting of PATH held in the month of January. The Board of Directors shall give at least 10 days written notice to members providing date, time and location of the annual membership meeting.

**Section 2.** There shall be an annual Directors meeting of PATH held in the month of January. A written notice of at least 10 days must be provided, unless said notice is waived by all Directors.

**Section 3.** Special meetings may be called at the request of the President, Secretary or any two Directors. Special meetings shall have five days written notice, which shall describe generally the business to be transacted at the meeting, unless a notice is waived by all members of the Executive Committee.

BY-LAWS  
PRICE AREA TRAIL HUB, Inc. (PATH)  
Page 4 of 4

**Section 4.** The President, with input from members and the Executive Committee shall develop the agenda for all membership meetings.

**Section 5.** The members present at meetings will constitute a quorum.

**Section 6.** Acting by unanimous consent or conducting meetings telephonically or via email shall be permitted to the extent and under the conditions permitted by law.

**Article VII – Funding**

**Section 1.** Funding to maintain the operation of PATH and all approved projects will be obtained through membership dues, fund raising events, grants and donations.

**Article VIII – Earnings, Activities and Dissolution**

**Section 1.** Earnings of PATH shall not be used to the benefit of, or be distributed to, its members, officers, or other private persons, except that the Executive Committee shall be authorized to pay reasonable compensation for services rendered.

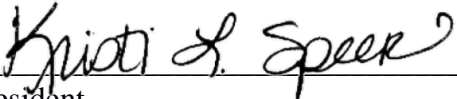
**Section 2.** Activities of PATH, and all members acting on its behalf, shall not be used to finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

**Section 3.** In the event of dissolution, any remaining assets of PATH, after payment of any and all outstanding debts, shall be distributed to a qualifying non-profit organization.

**Article IX – Changes to Bylaws**

These bylaws may be amended by a vote of two-thirds of the entire Board of Directors. A written notice of the text proposed amendment must be given to each director at least 10 days before the meeting. A written notice of the proposed change shall be included in the agenda for that meeting. This written notice may be waived if consented to by all Directors.

Adopted this 12th day of January, 2023

  
\_\_\_\_\_  
President