

NORTHERN PADDLE AND TRAIL SOCIETY, INC

BYLAWS

ARTICLE I – NAME

The name of our organization is **Northern Paddle and Trail Society, Inc.** It will also be referred to as **Northern Paddle and Trail**, or **NPT**.

ARTICLE II – PURPOSE

Northern Paddle and Trail was created to provide a variety of silent sports outings and activities to silent sports persons. This is the main purpose of the organization.

Additional purposes of NPT include, but are not limited to:

- A) Support for preservation and/or expansion of areas in which silent sports activities can be enjoyed.
 - B) Sponsorship and/or promotion of silent sports resources and/or activities.
 - C) Sponsoring meetings or gatherings for the purpose of getting to know other silent sports persons, exchanging ideas, and broadening horizons.
 - D) Interact with, exchange ideas with, and/or co-host outings or activities with similar organizations.
 - E) Interact with and exchange ideas with silent sports experts.
 - F) Sponsoring or hosting fundraisers.
 - G) To include as many interested persons as possible, and to offer as diverse a range of silent sports activities as possible.
 - H) To accept gifts and/or donations.
 - I) NPT, upon authorization of the Board of Directors, can make distributions of assets to such organizations whose purposes are consistent with at least one of the above NPT purposes and that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.
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ARTICLE III – STATUS AND LIMITATIONS

SECTION 1 – NONPROFIT STATUS:

NPT is organized as a nonprofit, non-stock corporation under Chapter 181 of the Wisconsin Statutes and shall operate exclusively for charitable, educational, and recreational purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding future provisions.

SECTION 2 – USE OF FUNDS AND EARNINGS:

All assets and earnings shall be used exclusively to further NPT's purposes. No part of the net earnings shall inure to the benefit of any member, director, officer, or private individual, except reasonable compensation or expense reimbursement as approved by the Board.

SECTION 3 – POLITICAL AND LEGISLATIVE ACTIVITIES:

NPT shall not participate in or intervene in any political campaign. Limited legislative advocacy consistent with 501(c)(3) rules is permitted.

SECTION 4 – PROHIBITED ACTIVITIES:

NPT shall not carry on any activities not permitted under federal or Wisconsin nonprofit law for tax-exempt organizations.

ARTICLE IV – LOCATION

The principal office of NPT shall be located in the State of Wisconsin. The specific address shall be maintained in the official records of the corporation and may be updated by the Board of Directors. All financial and membership records shall be maintained by the Treasurer and Membership Secretary at locations designated by the Board.

ARTICLE V – MEMBERSHIP**SECTION 1 – MEMBERSHIP CATEGORIES:**

- A) Individual - an individual participant
- B) Family - Two or more individuals in the same household

SECTION 2 – DUES:

Dues will be charged for Individual and Family Memberships. The amount will be set annually by the Board of Directors.

SECTION 3 – VOTING PRIVILEGES:

Only Individual and Family Memberships will have voting privileges.

- Individual Membership: 1 vote
- Family Membership: 2 votes

SECTION 4 – MEMBER COMMUNICATIONS:

All members shall receive official communications by electronic or postal delivery.

SECTION 5 – NON-DISCRIMINATION:

Northern Paddle and Trail membership does not discriminate on the basis of race, color, national origin, sex, gender identity, sexual orientation, age, religion, or disability.

ARTICLE VI – MEMBERSHIP MEETINGS

SECTION 1 – ANNUAL MEETING:

The annual meeting of the membership will be held at a time and place determined by the Board, typically in the month of January.

SECTION 2 – SPECIAL MEETINGS:

Special meetings of the membership may be called by a majority vote of the Board of Directors.

SECTION 3 – NOTICE OF MEETINGS:

Notification of the annual or special meetings will be sent electronically by the Board. The meeting date, time, location, and agenda will be specified.

SECTION 4 – PROCEDURE:

The elected NPT Chair will conduct the meeting following a simplified process of making a motion, having it seconded, discussing it, and then voting. Non-members may be recognized to speak at NPT meetings or functions.

SECTION 5 – VOTING:

Voting on motions may not be by proxy. A quorum will consist of members present at any properly noticed meeting. A simple majority of members present and entitled to vote will decide any motion unless otherwise specified in these Bylaws.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1 – AUTHORITY:

The Board oversees the affairs, property, and finances of NPT, sets policies, approves budgets, and ensures legal and fiscal compliance.

SECTION 2 – COMPOSITION:

The NPT Board of Directors shall consist of a Chair, Treasurer, and 3 Directors.

SECTION 3 – NON-DISCRIMINATION:

Northern Paddle and Trail Board Membership is open without regard to race, color, national origin, sex, gender identity, sexual orientation, age, religion, or disability.

SECTION 4 – ELECTIONS:

The Board shall nominate at least one candidate per vacancy on the Board. At the Annual Membership Meeting, additional nominations will be accepted from the membership. Voting will take place at the annual meeting.

SECTION 5 – TERMS OF OFFICE:

Chair and Treasurer terms are three years and Directors are 2 year terms running from annual meeting to annual meeting two years later. There are no term limits.

SECTION 6 – VACANCIES:

In the event of a vacancy, the vacancy shall be filled by Board appointment until the next annual meeting, after which the vacancy shall be filled by election.

SECTION 7 – REMOVAL OF A DIRECTOR:

A Director may be for cause by a two-thirds vote of members present at a special meeting. Removal may be initiated by a two-thirds Board vote or petition of one-third of voting members. The Director involved will be given the opportunity to be heard at the meeting at which the Director's removal is being considered.

SECTION 8 – COMPENSATION:

No compensation shall be paid to any Board member for services as a Director.

SECTION 9 – BOARD MEETINGS:

The Board shall meet early each year and at least quarterly thereafter. Meetings are open to any NPT member.

SECTION 10 – OFFICERS:

The three officers of NPT are:

- Chair - prepares meeting agendas, presides over board and membership meetings, calls special meetings, and ad hoc committees report to directly to chair
- Treasurer - maintains financial records, manages funds, presents quarterly and annual financial reports, and maintain official records
- Recording Secretary - maintains minutes

Section 11 - Agents

The Board may authorize agents to execute contracts or documents on behalf of NPT, defining scope and duration of authority

ARTICLE VIII – ADMINISTRATIVE TEAM**SECTION 1 – ADMINISTRATIVE TEAM:**

The Administrative Team is responsible for managing the day-to-day operations that support the organization's mission, programs, and board activities.

These include, but are not limited to:

- Webmaster
 - Meetup Organizer
 - Membership Coordinator
 - Event Coordinator
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ARTICLE IX – COMMITTEES

The Board may appoint committees or approve ad hoc committees generated within the membership. Each committee must carry out at least one of the purposes of NPT. The ad hoc committee will report to the Board Chair. The Board may dissolve any committee at any time.

ARTICLE X – MISCELLANEOUS PROVISIONS

SECTION 1 – LIMITATION OF AUTHORITY:

No action by any member, committee, or Director shall be binding upon NPT until approved by the Board.

SECTION 2 – INDEMNIFICATION:

NPT will indemnify and hold harmless any Director, officer, or agent from claims arising out of conduct performed in their capacity, except in cases of willful misconduct.

SECTION 3 – FUNDS:

1. NPT funds may be used for activities consistent with NPT purposes.
2. NPT will not accept or distribute monies inconsistent with 501(c)(3) rules.
3. NPT shall maintain a general operating fund and may establish other dedicated funds as approved by the Board.

SECTION 4 – SIGNATURES AUTHORITY:

The Treasurer, or a designated Board member, has authority for distributing funds from the general operating account.

SECTION 5 – RECORDS AND INSPECTION:

All books and records of NPT will be available for inspection by any member for a proper purpose at a reasonable time.

SECTION 6 – FISCAL YEAR:

The fiscal year of NPT will be January 1 through December 31.

SECTION 7 – AUDIT:

The Treasurer and a Board member will conduct an annual audit prior to the annual meeting.

SECTION 8 – NON-MONETARY ASSETS:

The Board shall define the limits and guidelines for the use, storage, and disposal of non-monetary assets.

ARTICLE XI – ADOPTION AND AMENDMENTS

These Bylaws, and any amendments thereto, may be adopted at an Annual or Special Membership Meeting of NPT by a two-thirds vote of members present and entitled to vote. Proposed amendments must be published in the notice of the meeting at which they will be considered.

ARTICLE XII – DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all Directors, may recommend that NPT be dissolved and submit the question to the membership. Approval of dissolution requires a two-thirds affirmative vote of members present. Upon dissolution, all assets of NPT shall be distributed to one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code or to a government entity for public purposes as determined by the Board.

CERTIFICATION

These Bylaws were adopted by a vote of 27 yes votes and 0 no votes at the NPT Annual Meeting on this 18th day of Jan, 2026.

Jay M. Jensen

[Signature]

Anita Foss

Alan Jansen

Board of Directors, NPT

[Large Signature]