

## **By-Laws**

Winter Huskies Snowmobile Club  
PO Box 278  
Winter, WI 54896

Revised and Adopted November 5, 2019  
Amendments made 9/1/2020

### **ARTICLE ONE – Name**

The name of this organization shall be The Winter Huskies Snowmobile Club, or Winter Huskies, which was established in 1969. It is a 501(c)3 non-profit organization in the State of Wisconsin.

### **ARTICLE TWO – Object**

The Winter Huskies Snowmobile Club is a charitable, non-profit organization. The Winter Huskies shall promote recreational snowmobiling in the area and build and maintain trails.

### **ARTICLE THREE – Fiscal Year**

The fiscal year shall run from September 1<sup>st</sup> to August 31<sup>st</sup>.

### **ARTICLE FOUR– Membership & Voting**

- Section 1            Membership shall be defined as follows: Business Members are service-related businesses. Associate Members are individual or family members not owning a service-related business to the object of the Winter Huskies. Business and Associate Members shall have their dues paid annually by the date and amount set by the Winter Huskies to be considered an Active Member.
- Section 2            Associate Members shall attain voting rights after attending 50% of the previous year’s meetings. Business members shall attain voting rights after attending a minimum of two (2) of the previous year’s meetings.
- Section 3            Only Active Members shall be allowed to vote. Sponsoring Business Members shall have two (2) votes. Associate Members with an individual membership shall have one (1) vote. Associate Members with a family membership shall have a maximum of two (2) votes and shall be at least 18 years of age to vote. Voting shall be in person and cannot be by proxy or absentee vote.

### **ARTICLE FIVE – Board of Directors**

- Section 1            The Board of Directors includes four elected Officers the President, the Vice President, the Secretary, the Treasurer and three Directors-at-Large.
- The Board ensures that the Club is being operated by the Articles of Incorporation and the Bylaws.
  - The Board may establish committees in the interest of pursuing Club purposes and goals.

- The Board promotes the value of the Club and encourages cooperation with all organizations.
- The Board provides guidance and support to the President.
- In the event of a vacant Officer position, the Board will appoint a successor to complete the vacant term of office. The person appointed must accept the appointment and then be voted by the membership following Article Four.
- Three Directors-at-Large are elected for rotating 2-year terms. Director #1 is elected on even years, Director #2 and #3 will be elected on odd number years.
  - Directors must be an Active Member in good standing and have attended at least 50% of the previous year's meetings.
  - Directors shall represent the club as an alternate delegate to the Sawyer County Snowmobile & ATV Alliance.

Section 2 The officers of this club shall be President, Vice-President, Treasurer and Secretary.

Section 3 Officers are elected to 2-year terms. The President and Secretary are elected on even numbered years and the Vice-President and Treasurer are elected on odd numbered years. Officers may be Business Members or Associate Members. Elections shall be held on the first Tuesday of April.

Section 4 Active members of the Club may recall a member of the Board of Directors by a vote of two-thirds (2/3) of the Club members present and eligible to vote at a special meeting called for that purpose. Notice of that meeting must be given at least ten (10) days in advance through the written or E-Mail notification to all members. The notice must state that its purpose is to consider recall of the Director.

Section 5 The President shall preside at all meetings and have general supervision of the affairs of the Winter Huskies. Appoints committees, trail captains and delegates. He or she shall represent the club as a delegate to the Sawyer County Snowmobile & ATV Alliance.

Section 6 The Vice-President shall perform the duties of the president in the absence of the president, discharge the president in the event of pro-longed absence or disability for any cause whatsoever, and to supervise affairs of the club. He or she shall represent the club as a delegate to the Sawyer County Snowmobile & ATV Alliance.

Section 7 The Secretary shall give notice of all meetings and events to all members, keep a record of all club meetings and events and any special meetings. Distributes all meeting minutes and minutes of special meetings. Maintains documents following the legal statutory limits. Notifies the Board of Directors of any and all notices, correspondence, business renewals and licenses.

Section 8 The Treasurer shall countersign all deeds, leases and conveyances executed by the club; systematically keep all books, papers, records and documents belonging to the club. Keep account of all monies, credits, and property of any and every nature, of the club, that shall come into his or her hands. Keep accurate account of all monies received and disbursed, and of money and property on hand, and generally of all matters pertaining to his or her office, as shall be required by the Board of Directors. Treasurer's report shall be presented to the membership quarterly and to the officers monthly.

## **ARTICLE SIX - Meetings**

- Section 1 Member meetings are held on the first Tuesday of each month.
- Section 2 A quorum at a members meeting consists of two Officers and 5 Active Members. If a quorum is not present the meeting may continue but voting cannot take place.
- Section 3 Board meetings are held as required. The Secretary will give forty-eight (48) hour notice of meeting time, place and purpose.
- Section 4 Board meetings may be conducted in person, by computer or by telephone. A quorum consists of at least two (2) Officers plus one Director at Large. The Secretary maintains a permanent record of the meeting.
- Section 5 The President or a majority of the Board members may call a special meeting.

## **ARTICLE SEVEN– Parliamentary Authority**

Robert’s Rule of Order shall be the Winter Huskies final authority on all questions of procedure and parliament law not covered by the constitution and By-Laws.

## **ARTICLE EIGHT – Amendments**

- Section 1 The articles of incorporation of the club may be amended or repealed by a majority vote of the entire membership.
- Section 2 All proposed amendments to the Article of Incorporation of the By-Laws shall be presented to the Board of Directors before submitted to the general membership for their consideration.
- Section 3 All proposed amendments to the Articles of Incorporation of the By-Laws shall be presented and read at two (2) general meetings prior to voting, each general meeting shall have a quorum present, and vote cannot occur earlier than after the second reading of such proposed amendment.
- Section 4 A quorum consists of 2 officers and 5 Active Members at a meeting.

## **ARTICLE NINE – Order of Business**

The order of business at all meetings of general membership, Board of Directors and committees, shall be at the discretion of the presiding officers. Robert’s Rule of Order shall be Parliamentary Authority in all points not covered herein.

## **ARTICLE TEN - Dissolution of Club**

In the event that the Active Members vote to dissolve the Winter Huskies, all assets shall be liquidated and then donated free and clear to an organization of like purpose to that of Winter Huskies. Examples include the Sawyer County Snowmobile and ATV Alliance; another Wisconsin snowmobile club with similar purpose; an organization that supports snowmobile trails; or to a regional or National organization that supports snowmobiling. Any

organization receiving assets shall be exempt under 501(c)3. Assets shall not be retained by or donated to individual Winter Huskies members.

### **ARTICLE ELEVEN- HOLD HARMLESS**

The Winter Huskies, to the extent legally permissible, shall indemnify any person serving or who has served as an Officer, employee, or designee of the Winter Huskies, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and legal counsel fees reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding against the Winter Huskies, whether civil or administrative, in which he or she may be involved or with which he or she may be threatened, while faithfully serving or thereafter by reason of having served as an Officer, employee, or designee; except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith and reasonable belief that an action was in the best interests of the Winter Huskies; unless the actions are due to theft, fraud, personal business gain, personal gain, or deception.

The Winter Huskies in advance of the final disposition may pay expenses, including legal counsel fees, in connection with the defense or disposition of any such action, from time to time. The right of indemnification provided is not exclusive of any other rights to which any such Officer, employee or designee may be entitled. As used in this Article the terms "Officer", "employee", "designee" include their respective heirs, executives and administrators, and an "interested" Officer, employee, or designee is one against whom in such capacity the proceeding in question or other proceeding on the same or similar grounds is then pending.

These By-laws were approved by a quorum of Active Members at a Winter Huskies Member meeting. They replace all previous By-Laws or changes, or additions voted on during previous Board or Members meetings.

These By-Laws were approved on November 5, 2019 and are now included with the Articles of Incorporation.

### **Amendments to by-laws**

The following amendments were approved by our voting members at the Winter Huskies meeting on September 1, 2020.

### **ARTICLE FIVE – Officers – Changed title to Board of Directors**

Added a new Section 1 and moved other sections to be numbered consecutively.

- Section 1      The Board of Directors includes four elected Officers the President, the Vice President, the Secretary, the Treasurer and three Directors-at-Large.
- The Board ensures that the Club is being operated by the Articles of Incorporation and the Bylaws.
  - The Board may establish committees in the interest of pursuing Club purposes and goals.
  - The Board promotes the value of the Club and encourages cooperation with all organizations.
  - The Board provides guidance and support to the President.

- In the event of a vacant Officer position, the Board will appoint a successor to complete the vacant term of office. The person appointed must accept the appointment and then be voted by the membership following Article Four.
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  - Directors must be an Active Member in good standing and have attended at least 50% of the previous year's meetings.
  - Directors shall represent the club as an alternate delegate to the Sawyer County Snowmobile & ATV Alliance.

- Section 2      Added: The officers of this club shall be President, Vice-President, Treasurer and Secretary. ~~These shall also be the Board of Directors for the Winter Huskies.~~
- Section 3      Officers are elected to 2-year terms. The President and Secretary are elected on even numbered years and the Vice-President and Treasurer are elected on odd numbered years. Officers may be Business Members or Associate Members. Elections shall be held on the first Tuesday of April.
- Section 4      ~~Any officers may be removed from office by two thirds (2/3) vote of the Active Members.~~  
 Added: Active members of the Club may recall a member of the Board of Directors by a vote of two-thirds (2/3) of the Club members present and eligible to vote at a special meeting called for that purpose. Notice of that meeting must be given at least ten (10) days in advance through the written or E-Mail notification to all members. The notice must state that its purpose is to consider recall of the Director.
- Section 5      The President shall preside at all meetings and have general supervision of the affairs of the Winter Huskies. Appoints committees, trail captains and delegates. He or she shall represent the club as a delegate to the Sawyer County Snowmobile & ATV Alliance.
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- Section 8      The Treasurer shall countersign all deeds, leases and conveyances executed by the club; systematically keep all books, papers, records and documents belonging to the club. Keep account of all monies, credits, and property of any and every nature, of the club, that shall come into his or her hands. Keep accurate account of all monies received and disbursed, and of money and property on hand, and generally of all matters pertaining to his or her office, as shall be required by the Board of Directors. Treasurer's report shall be presented to the membership quarterly and to the officers monthly.

### **Added new ARTICLE SIX - Meetings**

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A quorum consists of at least two (2) Officers plus one Director at Large.  
The Secretary maintains a permanent record of the meeting.
- Section 5 The President or a majority of the Board members may call a special meeting.

Other articles following the new article SIX were moved be numbered consecutively.