

NORTHERN LIGHTS SNOWMOBILE CLUB, INC.

BY-LAWS

Approved October 23, 2023

ARTICLE I – NAME AND PURPOSE

Section 1 These are the by-laws of the Northern Lights Snowmobile Club of Three Lakes, Wisconsin (“the club”). They augment the Articles of Incorporation of the club dated February 14, 1968.

Section 2 The Article of Incorporation of the club state: “Article 3. The purpose shall be to promote good sportsmanship; and to encourage and promote sound rules and policies of snowmobiling in northern Wisconsin; to protect existing rules and regulations, and to promote new legislation for the benefit of snowmobilers in the state of Wisconsin and to disseminate to the public information of interest to snowmobilers and to promote and to cooperate with governmental agencies and officials in the interest of snowmobiling and laws applicable thereto and particularly to snowmobilers; and to engage in other activities and objectives which are permitted by law”.

Section 3 The club is an IRS 501c (7) Social Club organization.

ARTICLE II – MEMBERSHIP

Section 1 Membership is available to anyone interested in snowmobiling, who submits an application and membership fee, and abides by club rules. The annual club membership is per family or single person. A family is defined as a legally married couple and their children under the age of 19. Member's children aged 19 or older at the time of application, must have their own club membership to be considered a current member.

Section 2 Annual membership dues shall be evaluated annually and determined by the Board of Directors. The membership dues include enrollment to the AWSC.

In appreciation to landowners who grant Three Lakes-Brule River Trails Inc. to establish snowmobile trails on their property, membership to the club is provided at no cost to the landowner. The club will also process and pay for their membership to the AWSC.

Section 3 Annual membership and dues shall run concurrent with the annual membership period of the Association of Wisconsin Snowmobile Club (AWSC) which is currently July 1 – June 30. Annual membership applications may be submitted at any time during this period.

Section 4 Each member, 18 and over, shall have 1 vote in matters brought before the membership that require approval by voting.

Section 5 No member may run for office, serve as an officer, or vote in elections or on any financial matters which come before membership at any regular meeting unless dues have been paid to date by that member.

Section 6 Any member leaving the club for any reason shall not be entitled to a refund of any portion of their dues.

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ARTICLE III – OFFICERS, BOARD OF DIRECTORS, ELECTIONS AND TERMS OF OFFICE

- Section 1 The officers of the club shall be President, Vice-President, Secretary, Treasurer. The officers shall serve for a two-year term. The officers of Secretary and Treasurer may be co-served.
- Section 2 The Board of Directors of the club shall consist of the officers of the club, the immediate past president of the club, the Three Lakes–Brule River Trails, Inc. liaison and up to six additional directors appointed by the President of the club. The additional directors shall be selected to provide additional support and guidance for the well-being of the club as needed and shall serve during the same 2-year term as the President.
- Section 3 The officers of the club shall be elected by a majority vote of the members present at the March General Membership Meeting with the President and Secretary being elected at the end of a two-year term in the odd years, and the Vice-President and Treasurer being elected at the end of a two-year term in the even years. The terms of office shall begin immediately following the March meeting.
- Section 4 A nominating committee, consisting of at least two members, shall be appointed by the Board of Directors in January of the year in which officers are going to be elected. The nominating committee shall present a slate of nominees at the February General Membership Meeting. Additional nominations may be made from the floor as the first order of business at the March General Membership Meeting.
- Section 5 Vacancies in any office of the club or on the Board of Directors, with the exception of the President (see Article IV, Section 2) shall be filled by the Board of Directors appointing a member to fill the vacant office until the next regular election.

ARTICLE IV – DUTIES OF THE OFFICERS

- Section 1 The President shall preside at all meetings of the club and preserve order. He/she shall decide all questions of order. He/she shall reserve his vote unless there is a tie, at which time he/she will exercise his/her right to vote in order to break the tie. He/she shall enforce the provisions of these by-laws. He/she shall be member ex-officio of all committees.
- Section 2 The Vice-President shall assist the President in the discharge of his/her duties, perform any other duties assigned, and shall perform the duties of the President during his/her absence. In the event that a vacancy occurs in the office of the President, the Vice-President shall act as President until the next regular election.
- Section 3 The Secretary shall document the proceedings of the club general membership meetings and the board of director meetings using a common electronic word processing format (such as Microsoft Word) and distribute the notes (in digital format), in timely manner, to the Board of Directors for review and approval. Once approved, the minutes of the meeting will be made available on the club website for review by the membership.

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Section 4 The Treasurer, in coordination with the Membership Director, shall receive all dues and donations from the members and sponsors. He/she shall keep an accurate account of all dues, donations, and funds collected. He/she shall deposit all moneys collected in the club's checking or savings account and keep regular and correct accounts of all money received and paid by him/her, and report at each meeting the balance of cash shown by the last report, the amounts received, expenditures, and balance remaining. He/she shall file the annual corporate report and any other required reports with the State of Wisconsin and the U.S. Government. The Treasurer shall give a complete financial report, which has been reviewed by the Board of Directors. The club's financial records shall be maintained for a period of three years, shall be open to examination by the members upon request and subject to an annual review by two active club members approved by the Board of Directors.

ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS

Section 1 The Board of Directors will meet each month there is a General Membership Meeting prior to the General Membership Meeting, as needed. Purpose of the Directors' meeting will be to plan for the General Membership Meeting, to prepare an agenda for the General Membership Meeting, to review the progress of any committees which may be in existence at the time of the Directors' meeting, and to conduct such business of the club as may come before it, in accordance with these by-laws.

Section 2 A special meeting of the Board of Directors may be called by the President, or any board member, for a cause pertaining to the welfare of the club, by notifying all Board members of the time and place of the said meeting at least twenty-four hours in advance of said meeting.

Section 3 The President may poll the Board of Directors via email, telephone or other means for action on club business matters as he/she determines necessary. Such action shall be ratified and recorded at the next Board of Directors Meeting.

Section 4 The Board of Directors may establish and disband committees from time to time, as it deems suitable for the club's needs.

Section 5 The Board of Directors shall designate one member of the club to represent the club (NLSC) at all Three Lakes-Brule River Trails, Inc. director meetings and to communicate "business of interest" between the two clubs. This is in accordance with the by-laws of Three Lakes-Brule River Trails, Inc.

Section 6 Subject to the provisions of these by-laws, the Board of Directors shall have full charge of the affairs of the club in the interim between meetings of the club.

Section 7 The club, its officers, directors and all operations of the club shall comply with all applicable federal, state and local rules and regulations, including but not limited to:

- A. Wisconsin Statutes, Chapter 181, Nonstock Corporations.
- B. Wisconsin Statutes, Chapter 563, Bingo and Raffle Control
- C. US Internal Revenue Code 501(c)7
- D. 18 US Code 1302 – Mailing lottery tickets or related matter

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Section 8 Any conflict with applicable federal, state or local regulations and these by-laws, the former shall prevail.

Section 9 In order for the club to run efficiently and effectively, the Board of Directors' officers and directors are expected to attend all Board of Directors meetings. Any director or officer who misses more than 25% of the Board of Directors meetings may result in the Board requesting a letter of resignation or may receive a letter of dismissal from the Board.

ARTICLE VI – GENERAL MEMBERSHIP MEETINGS

Section 1 Regular General Membership Meetings of the club shall be determined by the Board of Directors and/or published in the first newsletter of the fiscal year for the upcoming fiscal year and posted on the website. First meeting of the fiscal year will be in September and the last meeting will be in March. If the date of a meeting is changed, the membership shall be notified at least 48 hours in advance.

Section 2 Special meetings of the club may be called by the President, or any five members of the club, by giving fourteen days written notice to all members of the club, of the time, place, and purpose of such special meeting.

Section 3 The members present shall constitute a quorum for all General Membership Meetings. Unless otherwise specified in these bylaws, a simple majority of eligible members votes cast at any General Membership Meeting shall be decisive of any motion.

ARTICLE VII - DISCIPLINE

Section 1 Any member, director or officer may have his/her membership revoked for committing any or more of the following offenses while a member of the club:

- A. Violating any of the provisions of these by-laws or rules of this club.
- B. Slandering or willfully wrongdoing a member of the club.
- C. Misappropriating any money of the club
- D. Using the name of the club for soliciting funds, advertising, or obligating the club in any way without the consent of the members or appropriate officers.
- E. Using abusive language or disturbing the peace or harmony of any meeting, or any club sponsored activity.
- F. Violating any federal, state or municipal law, regulation or ordinance relating to club operations and/or snowmobiling.

ARTICLE VIII – FINANCE

Section 1 The fiscal year runs from July 1 through June 30.

Section 2 Any expenditure exceeding two hundred dollars, except normal operating expenses of the club, must have prior approval by a majority vote of the directors by telephone poll, email poll or present at a Board of Directors Meeting of the club.

Section 3 In the absence of the Treasurer, the President of the club shall be authorized to sign checks.

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Section 4 The Membership Director shall be authorized to transfer funds from the club's online payment service to the club's bank account(s), and be authorized to pay new and renewing members' annual AWSC dues.

ARTICLE IX – INDEMNIFICATION

Section 1 The club agrees to indemnify, defend and hold harmless the board members, its officers and directors, from and against all liability imposed upon the club, arising out of or related to club activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. The club will maintain directors and officers (D&O) insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE X - AMENDMENTS TO THE BY-LAWS

Section 1 Any proposed amendments to the by-laws will be sent to the membership at least 30 days prior to the next General Membership Meeting. A majority vote of all members present at the General Membership Meeting will be needed to pass any proposed amendments.

ARTICLE XI – DISBANDMENT OF THE CLUB

Section 1 If at any time the club disbands, the balance of the club's treasury will be donated to Three Lakes-Brule River Trails, Inc., PO Box 14, Three Lakes, Wisconsin, 54562.

These bylaws were approved by unanimous vote at the October 23, 2023, General Membership Meeting.