

**MERCER AREA SNO-GOERS SNOWMOBILE CLUB, INC.
MERCER, WISCONSIN**

BY-LAWS

We, the Mercer Area Sno-Goers Snowmobile Club, Inc, duly organized and registered as a non-profit corporation pursuant to chapter 180 of the Wisconsin statutes, so hereby adopt the following By-laws on the 7th day of November 2018. These By-Laws shall replace all previous By-Laws and from this day on until amended, these By-Laws shall be the standing rules of authority for the Club.

**ARTICLE I
NAME AND LOCATION**

SECTION 1: The name of the Corporation shall be the Mercer Area Sno-goers Snowmobile Club, Inc.

SECTION 2: The Corporation shall be known and referred to herein as the Club.

SECTION 3: The location of the Club shall be Mercer, Iron County, Wisconsin.

**ARTICLE II
CAPITAL STRUCTURE**

SECTION 1: The Corporation shall be a nonstick, nonprofit organization with income to be derived from membership dues, donations, grooming of trails and fund-raising as approved by the membership.

**ARTICLE III
PURPOSE**

SECTION 1: The purpose of the Club shall be to build, maintain and repair snowmobile trails and to promote snowmobiling.

**ARTICLE IV
MEMBERSHIP**

SECTION 1: Any individual, Family, or business interested in enhancing and promoting the sport of snowmobiling shall be eligible for membership. An Individual membership is anyone over the age of 18 years.

SECTION 2: Membership shall be accepted upon payment of dues.

SECTION 3: The Membership Chairperson shall keep a complete list of the name, address, E-Mail and telephone number of all members. Each member shall notify the Membership chairperson of any change in information. Until receiving notification of a change of information the Membership chairperson shall treat the member's name, address, E-Mail and telephone number as being correct for giving notices of Club business. Any member not paying dues by the date of September 1st will be dropped from the Club after due notice.

- SECTION 4:** Responsibilities of the membership are:
- a. To elect the officers and members of the Board of Directors.
 - b. To determine the general lines of direction of the Club by hearing or receiving and acting upon reports of the Board of Directors.
 - c. To support the works of the Club by attending meetings as required.
 - d. To serve on committees when possible, to report for work details when requested and to actively participate in the overall functions of the Club.
 - e. To further public support, confidence and acceptance of the Club.

ARTICLE V
NOMINATING COMMITTEE

SECTION 1: The Nominating committee shall consist of three (3) Club members, each appointed by the President, for the term of one (1) year.

SECTION 2: The members of the Nominating Committee shall familiarize themselves with the members of the Club and with the functions, duties and work required of its officers and Directors. At the Annual Election Meeting the Nominating Committee shall make recommendations to the members of the Club regarding members available for nomination and shall advise the general membership regarding the number of Director Positions available. All open positions must be listed on one Ballot for distribution.

SECTION 3: The Nominating committee must ascertain whether Club members selected for nomination by the Nomination committee will be absent from the Annual Election Meeting. Any Club member nominated for any officer or Director Position by the Nominating committee must provide a letter of intent to the Nomination committee, if said nominee is unable to attend the Annual Election Meeting.

ARTICLE VI
REGULAR MEETINGS

SECTION 1: A regular meeting of the members of the Club shall be held on the first (1st) Wednesday of each month, unless otherwise fixed by the general membership or the Board of Directors.

SECTION 2: The locations of all the meetings shall be approved by the Board of Directors. To host a meeting the business must be a current business member i.e... All dues paid in full by the September meeting. A. If a business wants to host a club meeting, they must sign up at the September meeting.

SECTION 3: The secretary shall mail or E-Mail a notice of all regular meetings of the Club to each Club member. The said notice shall state the time and place of the meetings for the season.

- SECTION 4:** All meetings of the Club shall be conducted in accordance with *Robert's Rules of Order*.
- SECTION 5:** Presence in person of members shall constitute a quorum at any duly-called meeting of the members.
- SECTION 6:** Except as otherwise provided, each member who has attained the age of eighteen (18) years shall be entitled to one (1) vote upon each subject properly submitted to a vote, at every meeting of the members that he or she attends. A Family or Business Member shall receive two votes per membership.
- SECTION 7:** No member shall be permitted to vote by proxy.
- SECTION 8:** Voting by members shall be by voicing of "Ayes and Nay "or by show of hands, except during the election of officers and members of the Board of Directors, which shall be done by secret ballot, unless otherwise directed by the membership.
- SECTION 9:** All matters shall be determined by a simple majority of those members present and voting, unless otherwise provided in these By-Laws or *Robert's Rules of Order*.

ARTICLE VII

SPECIAL MEETINGS

- SECTION 1:** A special meeting of the members may be called at any time by the President or by 2/3 of the Board of Directors. Further, the Board of Directors shall call a special meeting upon written/verbal/email request of ten (10) or more Club members, within fifteen (15) days of said request. The method by which such meeting may be called is as follows: upon receipt of a written/verbal request or directive setting forth the date and purpose of a proposed special meeting and signed by the president or by majority of the Board of Directors, the secretary shall provide notice to the Club members of the said special meeting as provided in section 2 below.
- SECTION 2:** At least five (5) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose(s) of the special meeting shall be mailed or E-Mailed to each member entitled to vote at such meeting. No business not referenced in the notice shall be transacted at such meeting. This section does not supersede Article IX, Section 5.
- SECTION 3:** All special meetings of the Club members shall take place in Iron County, Wisconsin, unless otherwise directed by the Board of Directors. The exact location of each special meeting shall be determined by the president or by majority of the Board of Directors.

ARTICLE VIII

ANNUAL ELECTION MEETING

- SECTION 1:** The Annual Election Meeting of the Club shall be held on the first (1st) Wednesday of March of each year, unless otherwise directed by the Board of Directors, at a place designated pursuant to Article VI, section 2, of these By-Laws. Notice of the Annual Election Meeting of the Club shall be mailed or E-Mailed to all members, as set forth in Article VI.
- SECTION 2:** If for any reason the Annual Election Meeting of the Club is not held on the day hereinbefore designated, such meeting may be called and held as a special meeting and the same

proceedings may take place as at an Annual Election Meeting, provided, however, that the notice of such meeting shall not be less than five (5) day notice.

SECTION 3:

The order of Business at the Annual Meeting of members shall be as follows:

- a. Roll call of members.
- b. Reading of meeting notice.
- c. Reading of minutes of last preceding meeting.
- d. Report of Secretary.
- e. Report of Treasurer.
- f. Report of President.
- g. Transaction of other business on agenda.
- h. Election of Officers.
- i. Election of At-large Directors.
- j. Adjournment.

Except that, in the absence of any objection, the presiding officer may vary the Order of Business at his or her discretion.

SECTION 4:

Any member desiring to address the membership at the Annual Election Meeting, regarding a topic properly included on the agenda of the meeting shall be permitted to do so, if properly recognized by the President, however, said address shall be limited to a period of five (5) minutes per topic.

SECTION 5:

The election of officers and Directors shall take place at the Annual Election Meeting in the following manner:

- a. The Chairperson or designee of the Nomination committee shall advise the members of the Club of the Nominating committees' findings and recommendations regarding persons available for nomination, pursuant to Article v. The Election committee Chair shall then ask the General Membership for names of additional nominees for each office and at-large Director Position. Members need not be present to be nominated by the General Membership, nor are they required to have submitted a letter of intent to qualify as a candidate if nominated in absentia by the General Membership. However, Article V, Section 3 shall apply to any candidate nominated in absentia by the Nominating Committee.
- b. Only persons who are voting members of the Club shall be eligible for nomination.
- c. Voting for officers and Directors shall be done by secret ballot at the Annual Meeting, except that if only one candidate is selected for a vacant office, the voting membership can by a motion instruct the Secretary to cast a unanimous ballot for that candidate.
- d. The elected candidates shall be those receiving the highest number of Votes.

- e. Newly elected officers and directors shall take office no later than the 1st day of June of the year in which they are elected.

ARTICLE IX
OFFICERS

SECTION 1: The officers of the Club shall consist of President, Vice president, Secretary, Treasurer, Trail Boss, Sign Master and Promotion Chairperson, Membership Chairperson and Trail Administrator.

SECTION 2: Each officer shall be elected by the members of the Club, as provided in the Article VII, for a term of two (2) years. A vacancy among the officers shall be filled by the Board of Directors, pursuant to Article X, section 13, until the Election of officers at the next Annual Meeting.

SECTION 3: The duties of the Officers shall be as follows:

- a. The President shall be the principle officer of the Club and shall preside at all meetings of the Club and the Board of Directors. The President shall ensure that the decisions and directives of the General Membership and the decisions and directives of the Board of Directors are carried out. The president shall appoint the members of the Nominating committee. The President shall report to the members and the Board of Directors on conduct and management of affairs of all committees established by the Board of Directors and shall perform such other duties as are prescribed elsewhere in the By-Laws, and as are usual for that Office.
- b. The Vice president shall perform the duties of the president in the event of the president's absence or disability and shall assist the President and carry out such duties as the president and/or the Board of Directors shall assign.
- c. The secretary shall be responsible for responding to correspondence, at the direction of the membership, Board of Directors or President. The secretary shall keep correct records and minutes of all regular, special and annual Election meeting of the membership and of all meeting of the Board of Directors. The secretary shall provide notice of meetings to all members, as provided in these By-Laws and shall perform such other duties, as required by the Club.
- d. The Treasurer shall be responsible for the custody of the corporate books, records, files and other documents pertaining to the financial business of the Club. The Treasurer shall keep an account of all monies, credits and debits of the Club. The Treasurer shall be responsible for the receipt and custody of all monies of the Club and the distribution and disbursement thereof, as authorized and directed by the Board of Directors and/or General Membership. The Treasurer shall keep accurate record of income and expense with proper vouchers for monies disbursed and shall prepare and issue financial statements and reports to the board of Directors and the Club members. The Treasurer shall perform such other duties as required by the Club. All new accounts shall be approved by the Board of Directors and opened by the Treasurer in the name of Mercer Area Sno-Goers.

- e. The Trail Boss shall be responsible for proper construction, maintenance, repair and grooming of all Trails within the Clubs jurisdiction. The Trail Boss shall ensure that all grooming equipment, tools and miscellaneous equipment owned by the Club is inventoried and that an accurate inventory of said property is maintained. With the assistance of the Board of Directors the Trail Boss shall obtain and maintain all easements necessary for the proper construction, maintenance, repair, grooming and use of all Trails with-in the Clubs jurisdiction. The Trail Boss shall also work with the Iron County Forest Administrator regarding Trail reroutes, preparation of Trail related grants and other trail matters. The Board of Directors shall select and appoint an Assistant Trail Boss if desired. The Assistant Trail Boss shall be responsible for Trail Boss's duties when Trail Boss is absent. The Assistant may only vote when Trail Boss is not present.
- f. The Sign Master shall be responsible for proper signing of all Club trails. The sign Master shall also be responsible for ordering signs in a timely manner and for maintaining and adequate inventory of signs.
- g. The Promotion chairperson shall be responsible for positive public relations and shall promote the Club by written articles, Social Media, Website and advertising Club events and activities.
- h. The Membership chairperson shall be responsible for keeping accurate membership records. Membership chairperson will be responsible for sending all notices for due memberships and follow-up notice. Report to the Board of Directors at monthly meetings status of all memberships. The Membership Chairperson shall be a member of the Board of Directors. Duly elected by the General Membership.
- i. The Trail Administrator shall be responsible to insure proper submission to county and state of trail grooming and non-grooming hours. The Trail Administrator shall also be the liaison between the Iron County Forestry Department and Mercer Area Sno-Goers and be responsible to attend all Iron County Recreational Counsel meetings and report back to the club and shall supply a trail funding report at every monthly meeting.

ARTICLE X
BOARD OF DIRECTORS

SECTION 1: Business, property and affairs of this Club shall be managed by a Board of Directors, which shall be comprised of not more than thirteen (13) members and shall specifically consist of the immediate past President for a one-year term encompassing the year immediately following the Past President's most recent term, the President, Vice President, Secretary, Treasurer, Trail Boss, Promotion Chairperson, Sign Master, Trail Administrator and the Membership Chair plus three (3) Directors-at-Large, elected from the General Membership.

SECTION 2: At the Annual Election Meeting, the General Membership shall elect two (2) or three (3) Directors, as necessary to maintain a thirteen (13) member Board of Directors. At the Election Meeting, the chairperson or designee of the Nominating committee shall advise the General Membership about the number of available Director Positions. The Director receiving the highest number of votes shall be elected for a term of two (2) years. The Director or Directors

elected to the remaining Director Position or positions shall be elected for a term of one (1) year. One (1) two (2) year term will be elected on an even year and one (1) two (2) year term will be elected on an odd year. The president, Treasurer, Sign Master and Membership Chair shall be elected on an even year. The Vice president, Trail Boss, Secretary, Promotions Chairperson, and Trail Administrator shall be elected on an odd year. The President, Vice President, Secretary, Sign Master, Promotion Chairperson, Treasurer, Membership Chair, Trail Administrator and Trail Boss of the Club shall, by virtue of their offices, be members of the Board of Directors during their terms of office. The immediate past president shall serve a one (1) year term, which term shall encompass the year immediately following the past president's most recent term as President of the Club.

SECTION 3: Only active Club members in good standing shall be eligible to be nominated for and/or hold a position on the Board of Directors. An active member in good standing shall be defined as a member who has attended at least fifty percent (50%) of all regular Club meetings during the twelve (12) month fiscal year preceding his or her Election to the Board of Directors and fifty percent (50%) of all regular Club meetings during the year of his or her term as a Director. A Director shall be required to attend all meetings of the Board of Directors, unless he or she provides notification of an intended absence to a fellow Director, prior to said absence or is otherwise absent for good cause as determined by the Board of Directors. If a Board member misses more than 3 meetings in a fiscal year he or she can be suspended or terminated by the Board of Directors.

SECTION 4: Any Director or Officer who is not an active Club member in good standing or who engages in any practice detrimental to the Club shall vacate the position.

SECTION 5: The Board of Directors shall suspend any Director who is or becomes disqualified under Section 3 of this Article X, pending the submission of the suspension to a meeting of the General Membership. The suspended Director shall receive at least ten (10) day notice of such a meeting of the members and such meeting shall have the power to remove that Director under the provisions of Section 6, next.

SECTION 6: The 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 7: When a vacancy occurs on the Board of Directors, the Directors shall appoint a representative from the General Membership to fill that vacancy and complete the unexpired portion of the term of his or her predecessor.

SECTION 8: The Board of Directors shall meet at least once during the year and any two (2) Directors or the President of the Club may call special meetings of the Board of Directors upon five (5) days written, E-Mailed or verbal notice to the other Board members. If the Board members unanimously waive notice, a special meeting of the Board of Directors may be called and held without five (5) days' notice.

SECTION 9: In case of an emergency, the President may call a special meeting of the Board of Directors at any time.

- SECTION 10:** Board of Director Meetings will neither require notification of the General Membership nor a statement of purpose.
- SECTION 11:** Any member of the Club may attend meetings of the Board of Directors. Unless it is stated a closed meeting.
- SECTION 12:** If and when two-thirds (2/3) of the members of the Board of Directors shall separately or collectively consent in writing or E-Mail to any action to be taken by the Club, such authorization shall be as valid as a corporate action and as though it had been authorized at a meeting of the Board of Directors.
- SECTION 13:** The Board of Directors shall have control of all business carried on, by or for the Club. The Board of Directors in all its actions shall be under the control and direction of any General or special meeting of the members of the Club.
- SECTION 14:** The Board of Directors may, from time to time may establish committees as it deems fit. The Board of Directors shall appoint members in good standing to fill the committee.
- SECTION 15:** The members of the Board of Directors shall always bear in mind that they are required to act in good faith and in the best interests of the Club/corporation and further that they are responsible for the performance of the following duties:
- a. To report to the Board's actions to the General Membership.
 - b. To ensure that business is conducted in accordance with the rules of the Club and that all members and individuals' participation in the activities sponsored by the Club are treated fairly.
 - c. To evaluate the work of the Club annually, beginning as soon as possible after the close of the fiscal year.
 - d. To foster a spirit of cooperation between the Board of Directors, General Membership and the General public who participate in activities sponsored by the Club.

ARTICLE XI
AMENDMENT TO BY-LAWS

- SECTION 1:** These By-Laws may be suspended, amended, enacted or repealed by a two-third (2/3) vote of those Club members present and voting at a general meeting or special meeting of the Club, except that no action may be taken to change these By-Laws unless such proposed action is specifically included in the notice and agenda of the meeting.

ARTICLE XII
MISCELLANEOUS

- SECTION 1:** The fiscal year of the Corporation shall be on a fifty-two (52) week basis, commencing September 1st and ending August 31st each year.
- SECTION 2:** The amount of Annual dues required of each member shall be determined and fixed at the Annual meeting of the General Membership, by simple majority of the members present and voting at said Annual Meeting. Membership dues shall be paid on an annual basis and shall be due and payable on or before September 1st of each year also to include Board of Directors and Groomer drivers.
- SECTION 3:** All checks and orders for payment of money shall bear the signature of the President or the president's nominee and the signature of the Treasurer or the Treasurer's nominee, such nominees having been approved by the Board of Directors. Access to the securities of the Club shall be by three persons as authorized by the Board of Directors. The President and the Secretary or Treasurer shall execute, in the name of the Club, all contracts and other instruments authorized generally or specifically by the Board of Directors.
- SECTION 4:** An audit shall be made of the Club's books at the end of each fiscal year, by a committee of three (3) Club members, appointed by the President. The said committee shall make an annual examination of the financial accounts of the Club and shall report its findings to the Board of Directors during the month following the end of the fiscal year.
- SECTION 5:** Any member of the Club may inspect the books of the Club at any time, upon request made to the Secretary or the Treasurer.
- SECTION 6:** All property and assets owned by the Club shall be titled in the name of the Club.
- SECTION 7:** The Board of Directors shall authorize and provide for bonding of the Club officers, Directors and/or personnel, as necessary and/or in the best interests of the Club.
- SECTION 8:** Any account expenditures below \$150.00 is allowed by a Board Members. Any purchase between \$150 and \$1,000 will need 2/3 of the Boards approval via E-Mail or in person. Any Purchase above \$1,000 will need the approval of the General Membership. Only exception is in season emergency parts for Tractors or Groomers then Board approval only will be needed.
- Section 9:** In the event that the Club disbands, all outstanding bills shall be paid, all expenses shall be met, the accounts of the Club shall be settled and all remaining assets including but not limited to monies and equipment shall be disbursed to the Iron County Recreational Council, to be utilized at the discretion of its member.
- Section 10:** **A Merchandise Committee will be appointed by the Board of Directors. The committee will include 3 active members. The committee shall be responsible for ordering, selling and keeping an accurate inventory of all goods.**

ATTESTING OFFICERS:

Jeff Roadman President

Doug Westenberger, Vice President

Carol Morden, Secretary

Darrell Fohr, Treasurer

Brian Heleniak, Trail Boss

Eric Behnke, Promotion Chairperson

Jeff Powers, Sign Master

Kyle Dibelius, Director

Tom Renz Director

Hank Joustra, Director

David McNutt, Trail Administrator

Cathy Sherfield, Membership Chairperson