

By-Laws

Winter Huskies Snowmobile Club
PO Box 278
Winter, WI 54896

Revised and Adopted November 5, 2019

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 1st to August 31st.

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 – Officers

- Section 1 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 2 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 3 Any officers may be removed from office by two thirds (2/3) vote of the Active Members.
- Section 4 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 5 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 6 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 7 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– 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 SEVEN – 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 EIGHT – 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 NINE - 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.

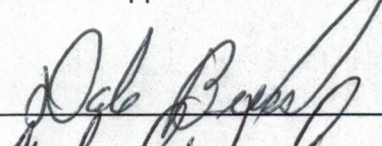
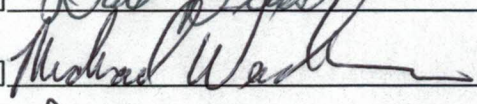
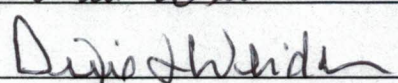
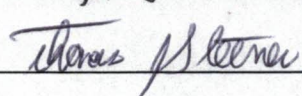
ARTICLE TEN- HOLD HARMLESS

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.

[Signature] , President, [date] 11-5-19
[Signature] , Vice President, [date] 11-5-19
[Signature] , Secretary, [date] 11/5/19
[Signature] , Treasurer, [date] 11/5/19