

SNO-EAGLES, INC. SNOWMOBILE CLUB
A Non-Profit Charitable Organization

AMENDED AND RESTATED BYLAWS
REVISED January 17, 2019

ARTICLE I: NAME

Section 1. The name of the organization shall be Sno-Eagles, Inc. Snowmobile Club hereinafter referred to as Sno-Eagles.

ARTICLE II: PURPOSE AND MISSION

Section 1. The purpose of the Sno-Eagles is to stimulate and advance the general welfare and safety of the sport of snowmobiling and to join the collective voice of snowmobile enthusiasts for the proper recreational uses of snowmobiles on the land, in keeping with the protection, preservation, and enhancement of all natural and environmental resources and to promote tourism thereby maintaining and advancing the economic health of the community.

Section 2. The mission of Sno-Eagles shall be:

- To encourage the safe, courteous, lawful and responsible use of snowmobiles
- To develop, maintain and groom a system of snowmobile trails interconnecting with adjoining clubs becoming a part of the Wisconsin statewide trail system
- To promote and encourage winter tourism, the primary economic driver in the community during the otherwise barren winter months, by providing well maintained snowmobile trails
- To encourage the use of private and public lands for snowmobiling on a local, county, and statewide basis
- To stimulate a greater interest in the sport of snowmobiling among citizens of the area and visitors to the area
- To support the continued existence of local businesses dependent upon winter tourism by providing well maintained snowmobile trails
- To provide education and guidance to members, snowmobilers, and the public on the safe and lawful operation of snowmobiles

ARTICLE III: STATUS AND LIMITATIONS

To carry out the mission of Sno-Eagles and to make effective representation on behalf of its members, Sno-Eagles shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes, and shall pursue 501(c)(3) status as a tax-exempt organization under the Federal Internal Revenue Service. No part of the assets or income of Sno-Eagles shall inure to the benefit of, or be distributable to, any officer, director, member, or other person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Sno-Eagles shall not participate in partisan political activity, nor function as a regulatory, legal or law enforcement enterprising body.

ARTICLE IV: MEMBERSHIP

Section 1. There will be four (4) types of membership in the Sno-Eagles Snowmobile Club. The types of membership will be Individual, Family, Associate, and Honorary.

Section 2. **Individual** memberships shall be limited to those persons not residing in an eligible family environment as defined in Section 3. The individual shall have one vote in elections of officers and directors and at general membership meetings.

Section 3. **Family** memberships are defined in the current AWSC Handbook. A family membership shall be entitled to two (2) votes in the elections of club officers and directors and at general membership meetings.

Section 4. **Associate** membership shall be those family or individual members whose dues to the AWSC have been paid by another Wisconsin club in which they also hold membership.

Section 5. **Honorary** membership: The Board of Directors may confer Honorary membership to any individual who has demonstrated outstanding service and commitment to the Sno-Eagles. A majority vote of the Board of Directors is required to bestow Honorary membership. Honorary membership shall have full rights and privileges of other memberships including having one vote in elections of officers and directors. Honorary membership is conferred for the lifetime of the recipient.

Section 6. Eligibility for membership: Active membership shall be available to all persons interested in promoting and supporting the purpose and mission of Sno-Eagles as defined in Article II above. An applicant becomes a member upon payment of the required dues.

Section 7. Dues: Annual dues shall be established at the Annual Business Meeting. Dues shall be paid for a period of one year to align with the Association of Wisconsin Snowmobile Clubs requirements for state dues. Honorary members shall not be required to pay dues. The Club will pay the dues to the AWSC to maintain the membership of the honorary member in the AWSC

Section 8. Termination of membership: Membership in Sno-Eagles may be terminated by action of the Membership Committee for non-payment of dues.

Membership may also be terminated by the action of the Board of Directors for conduct that has been determined to be improper, unbecoming or likely to endanger the interests or reputation of Sno-Eagles or for willful breach of Sno-Eagles bylaws.

ARTICLE V: OFFICERS

Section 1. The Officers of the Club shall be the President, Vice-president, Secretary and Treasurer.

Section 2. Terms of office shall begin with the next scheduled meeting (membership meeting, board meeting, or special meeting) to occur after the annual election meeting.

Section 3. Votes for the officers must be cast by ballot unless there is no contest for the positions to be filled, i.e. accept the slate of candidates as written.

Section 4. No person who holds an officer or board of director position in another snowmobile club may hold an officer or board of director position in Sno-Eagles.

Section 5. The duties and responsibilities of the President, Vice-president, Secretary, and Treasurer are found in separate document entitled Sno-Eagle Officers, Directors, and Committee Duties and Responsibilities.

Section 6. With the exception of the President, the same officer may hold more than one office.

Section 7. Transfer of Records: All records in the possession of any Sno-Eagles officer shall be delivered and/or transmitted to the successor in office within thirty (30) days of the successor's election or appointment to office.

ARTICLE VI: MEETINGS

Section 1. Regular meetings of the membership are held monthly from September to April. The date, time, and location will be determined by the Board of Directors. Notice of the meetings will appear in the club newsletter and website.

Section 2. The March membership meeting is designated as the annual meeting of the membership for the purpose of conducting the election of officers and directors, in addition to other regular business.

Section 3. The President or the Board of Directors may call special membership meetings for any purpose. The place of the meetings shall be as the President or Board of Directors designates. No less than seven (7) days notice of the date, time, and location shall be transmitted to the membership.

Section 4. The members present shall constitute a quorum for all membership meetings. Unless otherwise specified in these bylaws, a simple majority of eligible members' votes cast at any meeting shall be decisive of any motion.

Section 5. *Roberts Rules of Order* shall govern the conduct of all membership and board meetings.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Duties of the Board

Unless otherwise restricted by the Articles of Incorporation or these bylaws, the Board of Directors shall have control of the activities of Sno-Eagles, establish policies, approve expenditures, and approve the annual budget. The Board may delegate to a board committee, or to the President, the powers and authority as it may deem necessary or advisable for the conduct

of the affairs or to carry out the purposes of Sno-Eagles. The Board of Directors shall act on all matters pertaining to the welfare of Sno-Eagles.

Section 2. The Board of Directors shall consist of four elected officers and five elected Directors. Five (5) elected board members shall constitute a quorum.

Section 3. Any vacancy occurring on the Board of Directors shall be filled by the majority vote of the remaining members of the Board. The person so selected shall serve the remainder of the term of office.

Section 4. The regular meetings of the Board of Directors shall be held monthly from August through April. Special meetings of the Board may be called by or at the request of the President by giving notice of the date, time, place and purpose of the meeting to all Directors at least 24 hours in advance by telephone, electronic communication, or personal contact.

Section 5. Between meetings, an action without meeting may be taken by the President based on a survey of Board members through written, verbal, or electronic communications to determine the majority opinion. Such action must be ratified at a subsequent Board Meeting.

Section 6. All Board decisions shall be made by majority vote of directors.

Section 7. Any director who misses two (2) consecutive regular meetings without good cause as determined by the Board, or without prior approval, may, at the discretion of the Board, be removed from office.

Any director may be removed from office, at the discretion of the Board, for actions inconsistent with the purpose and mission or bylaws of Sno-Eagles.

Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office.

Section 8. The duties and responsibilities of the Directors are found in separate document entitled Sno-Eagle Officers, Directors, and Committee Duties and Responsibilities.

ARTICLE VIII: APPOINTED POSITIONS AND COMMITTEES

Section 1. The President shall appoint a Trail Boss for a two-year term to coincide with the term of the office of President.

Section 2. The President shall appoint other persons to positions or committees deemed necessary to carry out the work of the club.

Section 3. The President shall be *ex officio* member of all committees except for the Nominating Committee.

ARTICLE IX: ELECTION OF OFFICERS AND DIRECTORS

Section 1. The election of officers and directors occurs at the March membership meeting. In the even-numbered years, elections are held for the President, Secretary, and two (2) Directors. In the odd-numbered years, elections are held for the Vice-president, Treasurer, and three (3) Directors. All officers and directors shall maintain their primary residence in the Eagle River area.

Section 2. The nomination of candidates for officers and directors shall be made by the Nomination Committee, appointed by the President in January. This committee shall present its candidates for office at the regular meeting of the membership in February. Other nominations, including self-nomination, of candidates may be made from the floor and nominations are then closed. The nominative slate shall be published in the club newsletter and bound over for election at the Annual Meeting in March.

Section 3. The election shall be by ballot vote of eligible members attending the Annual Meeting in March. Eligible members are defined as single or family members whose dues are paid in full for the current year. Those with Individual memberships have one (1) vote; Family memberships have two (2) votes. Voting by proxy will not be accepted. Any member who is unable to attend the Annual Meeting may make a written or electronic request for an absentee ballot from the Secretary.

Section 4. The Tellers Committee shall present ballots to members as verified by current membership records. After the voting is conducted at the meeting, the Tellers Committee will record the votes from regular and absentee ballots and announce the results. The ballots will be kept by the Secretary for a period of three (3) days, in case of a contested election, and then destroyed.

Section 5. Terms of office shall begin with the next scheduled meeting (membership meeting, board meeting, or special meeting) to occur after the annual election meeting.

ARTICLE X: FISCAL

Section 1. The fiscal year of the corporation shall be from July 1 to June 30.

Section 2. A budget committee shall be appointed by the President, chaired by the Treasurer, and established to prepare an annual budget for approval by the Board of Directors at the August meeting. The approved budget will be presented to the General Membership at the September Membership Meeting.

Section 3. Line item expenses may not exceed their budgeted amount without prior approval of the Board of Directors.

ARTICLE XI: AMENDMENT TO THE BYLAWS

Section 1. Any of these bylaws may be amended in whole or part at any regular or special meeting of club membership provided a quorum is present and that a 2/3 majority of the members in good standing then present and voting shall vote for such amendment.

Section 2. Proposed changes to these bylaws shall be submitted, in writing, to the Board of Directors for prior approval.

Section 3. Notice of approved proposed changes shall be provided to members in accordance with these bylaws. The notice must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Notice of proposed changes shall be provided to members at least 30 days prior to voting on at a regular or special Membership Meeting.

Section 4. These bylaws, once adopted, shall supersede and replace all prior bylaws of Sno-Eagles, Inc.

ARTICLE XII: DISSOLUTION

The Board by a two-thirds affirmative vote of all directors may recommend that Sno-Eagles be dissolved. The members, by 2/3 affirmative votes cast at a Membership Meeting, must approve the dissolution. Upon dissolution of Sno-Eagles, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of Sno-Eagles, consistent with the purpose of Sno-Eagles to such other organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable subsection of Section 501 of the Internal Revenue Code 1986, or the corresponding provision on any successor Federal statute or regulation as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes, and to such organization or organizations, as said Court shall determine, which are organized and operated for the purposes cited herein.

Certification

These amended and restated Bylaws were duly adopted by a 2/3 majority vote of members in attendance at a regular meeting of the Sno-Eagles at which a quorum was present on this 17th day of January, 2019.

_____ Secretary
Deana Jansa

Sno-Eagles, Inc. Snowmobile Club
 Bylaws Revision History (beginning September 20, 2018)

Date	Article	Section	Revision
1/17/2019	IV	3	Family membership is defined by the AWSC and is found in their current Handbook. Family membership is entitled to two(2) votes in elections and at general membership meetings.
	IX	3	Family membership is entitled to two(2) votes in elections and at general membership meetings.