

ARTICLE I: NAME AND FISCAL YEAR

Section 1. Name: The name of the Corporation shall be the Association of Wisconsin Snowmobile Clubs, Inc., (AWSC) and it shall have its principal office in Wisconsin, at such places as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

Section 2. Fiscal Year: The Fiscal Year of the Corporation shall begin on the first day of ~~June~~ July and end on the last day of ~~May~~ June.

ARTICLE II: MEMBERSHIP, MEETINGS, QUORUMS, AND ACTIONS WITHOUT MEETING

Section 1. Membership Year: Effective July 1, 2019, the membership year for the AWSC is July 1 to June 30. Membership in the AWSC shall begin the day the membership information and dues are processed by the AWSC office. All AWSC memberships will expire on June 30.

Section 2. Club Membership: Membership in the AWSC shall be available to any snowmobile club ~~organized~~ in the State of Wisconsin ~~and neighboring states~~. ~~An AWSC member club is defined as an organized club with ten (10) or more of its members paying dues to the AWSC; or, in the case of an organized club with less than ten (10) members, all of its members must pay dues to the AWSC.~~ ~~Add:~~ Member clubs shall designate a current AWSC dues paying member in that club as their membership chair. To protect access to the AWSC database, only one (1) account login will be provided to the membership chair of each club. AWSC clubs shall only have access to their club's information. Member club officers (president, secretary, treasurer, membership chair) shall be AWSC dues paying members in that club to ensure the AWSC has their contact information.

Section 3. Club Voting: ~~Each 100% AWSC club with ten (10) or more members shall have two (2) votes at any annual or special meeting of the AWSC membership. Each AWSC club with less than 100% AWSC membership or each 100% AWSC club with less than ten (10) members shall have one (1) vote at any annual or special meeting of the AWSC membership.~~ ~~Replace with:~~ Each AWSC member club shall have one (1) vote at any annual or special meetings of the AWSC membership. Voting Delegates are selected by their club. Delegates must be current AWSC and AWSC club members for the club they are representing, or their County Director or Representative, if a club member is unable to attend.

Section 4. Associate Membership: In the AWSC shall be available to all persons not affiliated with an AWSC member club in the State of Wisconsin. Associate members shall not have voting privileges, but shall, in all other respects, be entitled to the privileges and advantages which persons affiliated with AWSC member clubs possess. Associate membership may be extended to other persons, firms, or corporations as the Board of Directors may designate.

Section 5. Annual Meeting: The Annual Meeting of the Corporation shall be held on the second, third, or fourth Saturday in the month of March, for the purpose of electing officers and for the transaction of business as may come before the Corporation. Elected officers and directors shall assume their duties the Monday after the Annual Meeting or when official notification from the county is received at the AWSC office. The date and location of the Annual Meeting will be selected by the AWSC Board of Directors.

Section 6. Special Meetings: For any purpose or purposes, a Special Meeting may be called by the President or the Board of Directors. The place of the special meeting shall be as the Board of Directors may designate. Written notice of the place, day, and hour of the meeting, and the purpose for which the meeting is called, shall be transmitted to members at least two (2) weeks before such meeting, either in writing or in such other manner as the Board of Directors shall designate.

Section 7. Quorum: One-tenth of all member club delegates in the Corporation shall constitute a quorum at an Annual or Special meeting of members. A majority of votes cast at any meeting at which a quorum is present shall be decisive of a motion or election. If less than a quorum of members is represented at a meeting, a majority of the members present may adjourn the meeting without further notice. At an adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. Actions Without a Meeting: Any action or elections that may be taken at any meeting of the members may be taken without a meeting if the members entitled to vote approve such action by a written ballot which meets the requirements of Wisconsin Statutes §181.0708 and these bylaws. The following requirements shall apply:

a. The Corporation shall deliver a written ballot to every member (club) entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. The determination of the identity of the members entitled to vote shall be made pursuant to Article II of these bylaws. Delivery of such written ballots shall occur in accordance with any applicable notice requirements set forth in these bylaws (and/or Wisconsin Statutes, as appropriate).

b. Approval by written ballot shall be valid only when the number of votes cast by written ballot equals or exceeds the quorum required to present at a meeting authorizing the action, and the number of approvals by written ballot equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.

c. The written ballot materials sent to the members must include statements clearly setting forth all of the following:

(i) The number of responses needed to meet the quorum requirements.

(ii) The percentage of approvals necessary to approve each matter (other than election of directors).

(iii) The time and date by which a ballot must be received by the Corporation in order to be counted.

d. A written ballot may not be revoked.

Section 8.9. Procedures: The AWSC will use Roberts Rules in Plain English by Doris P. Zimmerman and these Bylaws as a guideline for running all meetings of the membership, Directors, committees, and officers.

ARTICLE III: MANAGEMENT

Section 1. Corporation Business: The business and affairs of the Corporation shall be managed by its Board of Directors, through the Executive Board and its Officers. The duties of the Executive Board shall be to implement the policies as determined by the Board of Directors into the business and affairs of the Corporation.

Section 2. Executive Board: The Executive Board shall consist of President, Vice President, Secretary, Treasurer and one Director, herein known as the Executive Director. Each member of the Executive Board shall have one vote. The immediate Past AWSC President will serve as an advisor to the Executive Board for a period of one year after he or she leaves the office of President. This is an advisory position and does not carry a vote on the board. The President shall preside over the Executive Board. The Executive Director shall be elected by the Board of Directors from within the Board of Directors and the term shall be for one year. The Executive Director may be re-elected for any number of additional terms. Election of the Executive Director shall be during the first Board of Directors' meeting following the Annual Membership meeting. Should any position, other than President, become vacated, replacement shall be in accordance with Article III, Section 7.

Section 3: Board of Directors: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and one Director to represent each county in Wisconsin. Each member of the Board of Directors shall have one vote. Each Director shall be elected annually in accordance with Article III, Section 4. Each Director shall hold office until a successor has been duly elected, or until the Director's term expires. Each county may elect a County Representative. The County Representative may assume the duties and privileges of the Director in the Director's absence, including voting at meetings. Should an officer die, resign, or fail to perform their duties to the satisfaction of the AWSC membership, a replacement officer may be appointed to a seat on the Board by the President for the remainder of the one-year term, with the approval of the other Directors. All Past Presidents shall be on the Board of Directors and serve as Directors-At-Large.

Section 4. Electing County Directors: County Directors shall be elected or re-elected annually prior to the Annual Meeting by the AWSC member clubs in that county. This election shall be conducted at a regular or special county snowmobile association or alliance meeting. The results of each county Director election shall be submitted in writing to the AWSC office prior to the Annual Meeting each March. Should a County Director die, resign, or fail to perform their duties to the satisfaction of the AWSC membership in that county, a new County Director shall be appointed by the AWSC President, at the request of said County association or alliance to fill the vacancy until the next scheduled County election. Each county may elect a County Representative annually to assist the Director and attend Directors' meetings in place of the Director and assume the Director's duties when needed. **Add: County Directors and Representatives shall be a current AWSC dues paying member in a club of that County association or alliance.**

Section 5. Board of Director Meetings: A regular meeting of the Board of Directors shall be held without other notice at the same place as the Annual Meeting of the Corporation. The Board of Directors may provide, by Resolution, the time and place for the holding of additional regular or special meetings without

notice to members. Special meetings of the Board of Directors may be called by, or at the request of, the President or four Directors. Notice of any special meeting shall be given to each Director at least 72 hours prior to the meeting by written notice or by other notice as the Board of Directors may authorize.

Section 6. Board of Director Quorum: A simple majority of known Directors shall constitute a quorum for the transaction of business. The act of majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

Section 7. Board of Director Vacancies: Any vacancy occurring in the Board of Directors, or among the officers, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by appointment by the President, subject to confirmation by the affirmative vote of a majority of the Directors then in office though less than a quorum of the Board of Directors.

Section 8. Committees: The President may designate one or more committees of the Board of Directors to assist in the conduct of the affairs of the Corporation.

Section 9. Youth Advisory Committee: There may also be a Youth Advisory Committee to make recommendations to the Board of Directors, attend meetings, and receive support from the Board of Directors.

ARTICLE IV: CORPORATION OFFICERS AND BUSINESS MANAGER

Section 1. Officers: The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create additional offices; and, these offices shall be filled in the identical manner. All candidates for Officers must be members of AWSC and an AWSC Member Club for one year prior to running for office **Add: and continue to pay annual AWSC dues while in office.**

Section 2. Electing Officers: Each officer shall be elected annually by a majority of the votes cast by the membership at the Annual Meeting and shall hold office until a successor has been duly elected, or until the officer's term expires. Should the office of Vice President, Secretary, or Treasurer become vacant before the term is completed, the position will be filled by appointment for the remainder of said term by the AWSC Board of Directors.

PROPOSED LANGUAGE

Article I, Section 2. Fiscal Year: The Fiscal Year of the Corporation shall begin on the first day of July and end on the last day of June.

This changes the dates of our fiscal year to match what we use for the IRS and our budget.

Article II, Section 2. Club Membership: Membership in the AWSC shall be available to any snowmobile club organized in the State of Wisconsin. Member clubs shall designate a current AWSC dues paying member in that club as their membership chair. To protect access to the AWSC database, only one (1) account login will be provided to the membership chair of each club. AWSC clubs shall only have access to their club's information. Member club officers (president, secretary, treasurer, membership chair) shall be AWSC dues paying members in that club to ensure the AWSC has their contact information.

This removes reference to less than 10 members and "and neighboring states". And adds "organized" before State of Wisconsin. It also clarifies how the database is accessed and includes a requirement for all club officers to be AWSC members in their club.

Article II, Section 3. Club Voting: Each AWSC member club shall have one (1) vote at any annual or special meetings of the AWSC membership. Voting delegates are selected by their club. Voting Delegates must be current AWSC and AWSC club members for the club they are representing, or their County Director or Representative, if a club member is unable to attend.

This removes all references to 100% and clubs with less than 10 members and give every club one vote. It keeps the requirement to have delegates selected by the clubs and that they must be members of both, the AWSC and the club they are voting for. It also allows for a club to designate their County Director or Rep as their voting delegate.

Article II, Section 9. Procedures: The AWSC will use Roberts Rules in Plain English by Doris P. Zimmerman and these Bylaws as a guideline for running all meetings of the membership, Directors, committees, and officers.

Changes this section from 8. To 9. We had two section 8.

Article III, Section 4. Electing County Directors: County Directors shall be elected or re-elected annually prior to the Annual Meeting by the AWSC member clubs in that county. This election shall be conducted at a regular or special county snowmobile association or alliance meeting. The results of each county Director election shall be submitted in writing to the AWSC office prior to the Annual Meeting each March. Should a County Director die, resign, or fail to perform their duties to the satisfaction of the AWSC

membership in that county, a new County Director shall be appointed by the AWSC President, at the request of said County association or alliance to fill the vacancy until the next scheduled County election. Each county may elect a County Representative annually to assist the Director and attend Directors' meetings in place of the Director and assume the Director's duties when needed. County Directors and Representatives shall be a current AWSC dues paying member in a club of that County association or alliance.

This adds a requirement that all County Directors and Representative must be current members in an AWSC club from that County. It will not require them to live in that County. And the club they belong to is not required to be located in that County, but the club must be a member of the County association or alliance.

Article IV, Section 1. Officers: The principal officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may create additional offices; and, these offices shall be filled in the identical manner. All candidates for Officers must be members of AWSC and an AWSC Member Club for one year prior to running for office and continue to pay annual AWSC dues while in office.

This adds a requirement that AWSC Officers must be members while holding office.