

RURAL ROADS ATV CLUB INC.

BY-LAWS

ARTICLE I: NAME AND PURPOSE

SECTION 1: NAME

The name of the corporation shall be the RURAL ROADS ATV CLUB INC., hereafter referred to as "The Club".

SECTION 2: PURPOSE

The purpose for which The Club is organized shall be to stimulate safe, recreational, or business use of off-highway vehicles (OHV), develop a group of ATV enthusiasts, and to create rural routes or trails for appreciating our Wisconsin landscapes, in accordance with the particular purposes set forth in its Articles of Incorporation. In furtherance of its purposes, The Club shall do all those things permitted of corporations generally by virtue of the provisions of Chapter 181 of the Wisconsin Statutes also known as the Wisconsin Non-Profit Corporation Law, and Chapter 501 (c) (3) of the Internal Revenue Code as they may be in force and effect.

In furtherance of the purpose previously stated, the Club will:

1. Develop and sustain a network of off-highway vehicle (OHV) enthusiasts and their supporters as a positive and responsible group;
2. Promote the widespread image of OHV recreation as family oriented;
3. Provide a medium of exchange of OHV information;
4. Encourage OHV route or trail systems that stimulate and strengthen local economy and community;
5. Ensure the behaviors of OHVers are those of enthusiasts who are considerate of other users, who follow ATV laws and safety regulations, and who respect the environment;
6. Promote the enjoyment of OHV riding and an appreciation of nature;
7. Provide training programs for youth, and persons new to the use of OHVs;
8. Perform all desirable and lawful functions for the successful operation of the Club and in the general public interest.

ARTICLE II: MEMBERSHIP

SECTION 1

Membership in The Club shall consist of the following classes:

1. Active members (in good standing)
2. Honorary members

SECTION 2

Active membership is available to all ATV/UTV owners and enthusiasts without regard to sex, race, or religious beliefs.

SECTION 3

Applications for membership shall be made in writing on the appropriate form. By applying for membership, the applicant is agreeing to abide by the By-Laws of The Club. That person shall become a member upon payment of the required dues.

SECTION 4

An Individual Membership consists of any person at least 16 years of age that is not a member by merits of a Family Membership.

A Family Membership consists of parents, legal guardians or domestic partners and their children under the age of 18 years.

A Corporate/Business Membership consists of any business or corporation that chooses to support the Club in the name of said business or corporation. Corporate/Business Memberships may consist of various levels.

SECTION 5

The Board of Directors may establish the qualifications and rights of Honorary Members.

SECTION 6

A member may resign from The Club at any time upon written notice to the Secretary.

SECTION 7

Membership in The Club may be terminated by majority vote of the Board of Directors in the event of non-payment of dues or for other reasons consistent with The Club's best interests.

ARTICLE III: DUES

SECTION 1

The amount of annual dues shall be determined at the November meeting or the first meeting thereafter and are due January 1st. The Treasurer may prorate the annual dues for new members based upon such time during the year as a person or family joined.

ARTICLE IV: FISCAL YEAR

SECTION 1

The fiscal year of The Club shall commence on the first day of January and end on the thirty-first of December.

The Treasurer shall keep all financial records of The Club and have charge of its funds. The Treasurer shall keep all of the funds in a bank approved by the Board of Directors and in the name of The Club. The Treasurer shall disburse such funds of The Club under the direction of the Board of Directors and/or approved motions made at club meetings. The Treasurer may spend up to \$100 without prior permission per month in the clubs interest, if the Treasurer needs to spend more than \$100 in a given month Treasurer must first get approval from the majority of the directors. Treasurer's report shall be prepared and submitted at the annual meeting and at each regular meetings of The Club but not more than monthly. The Treasurer shall establish separate accounting funds allocated for specific projects or activities as directed by the Board of Directors or by the Membership at an annual meeting or any meeting called for that specific purpose.

ARTICLE V: MANAGEMENT

SECTION 1

The management of The Club is vested in the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1

- a. The Board of Directors shall consist of no less than three (3) Directors, each of whom shall be an active member of the Club, at least eighteen (18) years of age, in good standing, and has attended 60% of the regular meetings of the previous year. Directors shall be elected at the Annual Meeting of the membership and shall take office at the close of the Annual Meeting.
- b. Members of the Board of Directors must attend not less than 60% of the duly called Board of Directors meetings each year unless excused by an officer prior to such meeting to be missed in order to retain their position on the Board of Directors.

SECTION 2

Directors are elected at the annual meeting of the membership and shall take office at the close of such annual meeting for a term of two years. President and Secretary shall be elected on even years. Vice President, Treasurer or any other Directors on odd years. Only members in good standing that are in attendance may vote.

SECTION 3

If vacancies on the Board of Directors should occur by reason of death, resignation, or otherwise, the Club membership shall elect, by majority vote, a successor for each unexpired term at the next club meeting.

SECTION 4

The Board of Directors shall hold its annual meeting at the same location, and immediately following the annual meeting of the membership. This meeting shall be open for all active members to attend.

SECTION 5

Other meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors or by call of the President. Upon the written request of a quorum of Board members, the Secretary shall call a special meeting of the Board of Directors.

SECTION 6

At least 2 members of the Board of Directors shall constitute a quorum for the transaction of Club business. Any formal action taken at any meeting of the Board of Directors shall require a majority vote of those Directors present. Each Director shall be entitled to one (1) vote with the exception of the President. The President will vote only in the case of a tie by the Directors.

SECTION 7

The Board of Directors may, at its discretion, by the affirmative vote of the entire Board, appoint an Executive Committee of the Board to act in its stead in emergencies. The Board of Directors may appoint Club committees, fill any vacancies, or change the membership in Club committees. The Board may, by resolution, delegate such authority to the president. The Board of Directors shall have the power to abolish any committee.

SECTION 8

The Board of Directors may employ whatever personnel they deem necessary, and for which funds are available, to aid in the management and programs of The Club; and may authorize the expenditures of The Club funds in any other manner, provided such actions are in the proper furtherance of the purposes of The Club.

ARTICLE VII: OFFICERS

SECTION 1

The Officers of The Club shall be: President, Vice President, Secretary, and Treasurer; or the offices of Secretary and Treasurer can be combined into one office.

SECTION 2

The Officers shall be elected from the full membership of The Club by plurality vote of the members at their regular annual meeting. Vacancies occurring between such elections shall be filled for the unexpired term by the Board of Directors at any board meeting. Any Officer may be removed from office by the affirmative vote of the two thirds (2/3) of the entire Board of Directors.

SECTION 3

The President shall preside at all meetings of The Club and of its Board of Directors, shall oversee and coordinate such committees as are authorized by the Board of Directors, shall be a member ex-officiate of all such committees, and shall carry on those other responsibilities assigned to him/her by these By-Laws and by the Board of Directors.

The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.

The Secretary shall keep The Club records (except financial records) including minutes of meetings, roster of members, list of committees and their members; shall send out notices of meetings; receive applications for membership; and shall discharge all of the usual secretarial functions of the office required by these Bylaws or the Board of Directors. The Secretary shall take attendance at all meetings and shall keep record of members' attendance at said meetings.

The Treasurer shall keep all financial records of The Club and have charge of its funds. Treasurer shall keep all funds in a bank approved by the Board of Directors and in the name of The Club. Treasurer shall disburse such funds of The Club under the direction of the Board of Directors and/or approved motions made at club meetings. Withdrawals shall be made by check or debit card signed in such a manner as may be approved from

time to time by the Board of Directors. A Treasurer's report shall be prepared and submitted at the regular meetings of The Club but not more than monthly.

The Office of Secretary/Treasurer, if this office is filled by one person, shall assume all duties and responsibilities of both offices combined.

All Officers shall have such other powers and duties as are required by law.

ARTICLE VIII: GENERAL MEMBERSHIP MEETINGS

SECTION 1

The annual meeting of the members of The Club shall be held at the first meeting in October at a time and place designated by the Board of Directors.

SECTION 2

Regular meetings of the members of The Club shall be held at the time and place fixed by resolution at the previous meeting or as designated by the President or Board of Directors.

SECTION 3

Special meetings of The Club may be called by the Board of Directors, or the President, or by any group of 25% active members by giving adequate notice of the time, place, and purpose of such special meeting.

SECTION 4

Notices of the time and place of the annual and all other meetings of the membership shall be prepared and distributed to the membership by the Secretary, or any other Officer assigned by the Secretary.

SECTION 5

The active members present at any duly called meeting shall constitute a quorum. Any formal action taken at any meeting of the membership shall require a majority vote of members present.

Each member, age 16 and older, shall be entitled to one (1) vote.

SECTION 6

Anyone in attendance of a meeting shall conduct themselves in an orderly fashion.

ARTICLE IX: ELECTION PROCEDURES

SECTION 1

Nominations for the Board of Directors and Officers may be made by any qualified club member starting one month prior to annual meeting. If no prior nominations were made for a specific position, any qualified member present at the annual meeting may be nominated and such nomination must be seconded by a qualified member present. Any nomination may be declined. A tally committee of three (3) qualified members present

shall be appointed to count the ballots and announce the names of those elected to the positions for the various terms. All ties will be decided by a run-off ballot.

ARTICLE X: DEPOSITS, CHECK, LOANS, CONTRACTS, ETC.

SECTION 1

Deposits of Funds: All funds of The Club not otherwise employed shall be deposited in such banks, trust companies or other reliable depositories as the Board of Directors from time to time may determine.

SECTION 2

Checks Etc.: All checks, drafts, endorsements, notes and evidence of indebtedness of The Club, shall be signed by such Officers, agent or agency of The Club and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3

Loans: No loans or advances shall be contracted on behalf of The Club, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors and motions passed at a club meeting. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by The Club.

SECTION 4

Contracts: The President, Vice-President, or any other Officer specifically authorized by the Board of Directors and motions passed at a club meeting, may, in the name of and on behalf of The Club, enter into those contracts, or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization by the Board of Directors, no officer or other agent of The Club may enter into any contract or execute and deliver any instrument in the name of and on behalf of The Club.

SECTION 5

Bonding of Officers and Employees: The Treasurer, and such other Officers and employees handling funds for The Club, may be bonded in such amount as are determined by the Board of Directors at the expense of The Club.

SECTION 6

Contracts with Directors or Officers: No Directors or Officers of The Club shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by a majority of Directors present and voting at a meeting at which the presence of such Director is not necessary to constitute a quorum and the vote of such Director is not necessary for such authorization, and (b) the fact and nature of such interest shall have been fully disclosed or known to the members of the Board of Directors present at the meeting at which such contract is authorized.

ARTICLE XI: MISCELLANEOUS

SECTION 1

AMENDMENTS:

The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors, unless otherwise provided in the Articles of Incorporation of the By-Laws. Such action may be taken at a regular or special meeting for which notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of The Club not inconsistent with law or the Articles of Incorporation. A two-thirds majority in a duly constituted meeting may so amend.

These By-Laws may be amended by the affirmative vote of a majority of the qualified members at the annual meeting of The Club provided twenty (20) days' notice of intent to amend is published.

SECTION 2

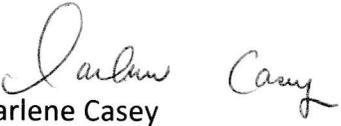
Dissolution: In the event of dissolution, all holdings of The Club shall be disbursed to qualifying 501 (c) (3) organization(s) by a majority vote of the membership provided that such Corporations will foster and continue such activities in conformance with all applicable provisions of the Internal Revenue Code of 1954 as amended and these By-Laws.

Adopted this 14 day of October, 2019

Ellen Krabbe, President
Jim Hoffman, Vice President
Darlene Casey, Secretary
Theresa Banick, Treasurer

CERTIFICATE OF SECRETARY

I, the undersigned to hereby certify that I am the duly elected and acting Secretary of the RURAL ROADS ATV CLUB INC., a State of Wisconsin non-profit corporation, and that the foregoing By-Laws constitute the By-Laws of said Corporation as duly adopted in a meeting of the membership held on the 14th day of October, 2019.


Darlene Casey
Secretary