

# **Wilderness Wheelers**

## **Bylaws**

2019

### **Article I      Name and Purpose**

**Section 1.**      The name of this club shall be "Wilderness Wheelers".

Wilderness Wheelers is organized exclusively for charitable, educational, and to relieve some of government's burden, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- To educate the public on ATV safety and regulations.
- To educate for the preservation of natural resources.
- To own or lease property for club uses.
- To perform all desirable and lawful functions for the successful operation of the club in the general public's interest.
- To raise awareness and accessibility for all including handicapped individuals or groups
- To access and experience our great natural resources.

### **Article II      Membership**

**Section 1.**      Membership in the club shall consist of the following class(es)

(a) Active Members (b) Associate and Honorary Members (c) Business Members

**Section 2.**      Active membership is available to all ATV owners and enthusiasts without regard to sex, race or religious beliefs. Active membership shall extend to all members of a cohabitating family.

**Section 3.**      Applications for membership shall be made in writing addressed to the Secretary of the club on the appropriate form containing an agreement by the applicant to abide by the Bylaws of the club. That person shall immediately become a member upon payment of the required dues.

**Section 4.**      A member may resign from the club at any time upon written notice to the Secretary.

**Section 5.**      Membership in the club may be terminated by majority vote of the Board of Directors for cause or without cause. Termination of any member shall not release said member from the obligation to pay all dues and other amounts owed to the period of membership.

**Section 6.**      The Board of Directors may establish the qualifications and rights of Associate and Honorary Members.

### **Article III      Dues**

**Section 1.**      The amount of dues as well as the time for their payment shall be determined from time to time by action of the Board of Directors.

#### **Article IV      Fiscal Year**

- Section 1.**      The fiscal year of this club shall commence on the first day of July and end on the last day of June each year.

#### **Article V      Management**

- Section 1.**      The management of the club is vested in the Board of Directors.

#### **Article VI      Board of Directors**

- Section 1.**      The Board of Directors shall consist of seven Directors, each of whom shall be an active member of the club. Directors shall be elected at the Annual Meeting of the Membership and shall take office at the close of such Annual Meeting. At the election of the initial Board of Directors, three shall be elected for a term of one (1) year, two shall be elected for a term of two (2) years, and two shall be elected for a term of three (3) years.
- Section 2.**      If vacancies on the Board of Directors should occur by reason of death, resignation, or otherwise, the remaining Directors shall elect, by majority vote, a successor for each unexpired term.
- Section 3.**      The Board of Directors shall hold its Annual Meeting at the place of and shall immediately follow the Annual Meeting of the Membership. This meeting shall be open for all active members to attend, but not participate in, the election of officers.
- Section 4.**      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 calling 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 5.**      A majority 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 vote. Additional direction on the management of the affairs of the corporation shall be defined by the corporation's bylaws. The ultimate decision making authority and responsibility lies with the Board of Directors, however certain votes are intended to engage the membership and are an opportunity for the Board to honor the wishes of the club members.
- Section 6.**      The Board of Directors may, at its discretion, by the affirmative vote of the whole Board of Directors, 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.

#### **Article VII      Officers**

- Section 1.**      The officers of this club shall be: President, Vice President, Secretary, and Treasurer, and Trail Coordinator. The offices of Secretary and Treasurer may be held by the same person.



- Section 2.** The officers shall be elected from the membership of the Board of Directors by plurality vote of the Directors at their 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 two thirds of the whole of the Board of Directors.
- Section 3.** All officers shall take office immediately upon election and hold office for a term of one year after the initial corporation is organized; the terms will be three years thereafter or until their successors shall have been elected and qualified.
- Section 4.** The President shall take 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-officio of all such committees: and shall carry out those other responsibilities assigned to him (her) by the Articles of Incorporation, by the Bylaws, and by the Board of Directors. The President may not hold office for more than two consecutive terms.
- Section 5.** The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the power of the President.
- Section 6.** The Secretary shall keep all club records, except financial records, including minutes of meeting, rosters of members, lists of committees and their members; shall send out notices of meeting; receive applications for membership; and discharge all of the usual secretarial functions of the office required by the Articles of Incorporation, by the Bylaws, and by the Board of Directors. The secretary may have the assistance of a Membership Coordinator to assist with the membership responsibilities and administrative tasks.
- Section 7.** The Treasurer shall keep all financial records of the club and have charge of its funds. He (she) shall disburse such funds of the club under the direction of the Board of Directors, withdrawals shall be made by check 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 for each Board meeting and an annual audit shall be prepared and submitted at the Annual Meeting.
- Section 8.** The Trail Coordinator is the primary conduit of information between the club, Itasca County Sponsor, MNDNR Parks and Trails and the public. The Trail Coordinator is responsible for preparing the annual work plan for the MNDNR Grant-in-Aid funding requests, seeking grants, requesting bids for trail work, documenting expenditures and requests for reimbursement of work accomplished for the club. The Trail Coordinator also monitors trail conditions throughout the trail season for safety and maintenance issues, procures materials and sign-age as well as scheduling club volunteers. The Trail Coordinator's report shall be prepared for each Board meeting.
- Section 9.** All officers shall have other powers and duties as are required by law.

#### **Article VIII Meetings**

- Section 1.** The Annual Meeting of the members of the club shall usually be in June of each year at a time and place designated by the Board of Directors. The major business of this meeting shall be the election of the Board of Directors.

**Section 2.** Regular meetings of the members of the club shall be held at a minimum 6 times per year at the time and place fixed by the President of the Board of Directors.

**Section 3.** Special meetings of the club may be called by the Board of Directors or by the President, or by any group of five active members by giving adequate notice of the time, place and purpose of such special meetings.

**Section 4.** Written notices of the time and place of the Annual Meeting and all other meetings of the membership shall be prepared and distributed to the membership 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 those active members present, each active member age 18 and older shall be entitled to one vote (except elections).

#### **Article IX      Nominating Committee**

**Section 1.** A "qualified member" is an active member age 18 or older whose dues are paid.

**Section 2.** A Nominating Committee of at least three persons shall be appointed by the Board of Directors from the qualified members.

**Section 3.** The Nominating Committee shall place in nomination candidates for election to the Board of Directors for each prospective vacancy from among the names of the qualified members of the club.

**Section 4.** The Nominating Committee's slate of candidates shall be shown on the official ballot, which shall also provide space for write-in candidates, together with the specific terms of office for which each candidate is nominated. For the initial election, distribution shall be made at the organizational meeting among those joining the club. They shall then immediately mark the ballots and deposit them unsigned in the ballot box. Subsequently, notice of the Nominating Committee's selections shall be available at the general meeting prior to the Annual Meeting. Official ballots will be distributed at the annual meeting to those qualified members present. Absentee ballots shall be made available to those qualified members, who for reason of health or work requirements are unable to attend the Annual Meeting, but must be returned to the Secretary no later than the day prior to the meeting. In each instance, a Tally Committee of three members shall be appointed to count the ballots and announce the names of those elected to the Board of Directors for the various terms. All ties will be decided by a run-off ballot.

#### **Article X      Email Voting Policy for Wilderness Wheelers**

**Section 1.** Board actions may be taken by email consent.

**Section 2.** If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board/Club President before determining whether to ask for an action by email consent:



- How soon a decision is required.
- Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
- Whether a special meeting can be scheduled and held (either just for discussion or if a quorum is obtained, to take a vote).

**Section 3.** If after considering the above factors, the President determines it would be best to take the action by email consent, the President will draft the proposed action and email it to all directors at their respective email addresses.

**Section 4.** The action shall allow a director to respond whether he or she is in favor of or opposed to the particular action. Each director shall "reply all" with his or her vote.

**Section 5.** The action shall indicate the number of responses needed to meet the quorum requirements; the number of approvals necessary to approve each matter, and specify the time by which an email must be received by.

**Section 6.** An action will only be authenticated if it is delivered to the principal email address of the President of the organization and that the electronic communication sets forth information from which the organization can reasonably conclude that the communication was sent by the purported sender.

**Section 7.** Upon the President's receipt and verification of all email consents approving the action, the action is duly approved. Regardless of whether the action is approved or not, the President will confirm whether the action has passed or failed by email to all directors upon receipt of all the email responses.

**Section 8.** The President, Secretary or other designated Wilderness Wheelers representative will file all individual email consents with the organization's minutes and/or records.

**Section 9.** The Board will ratify any action taken by unanimous written consent at the next official Board meeting. The minutes of this meeting will record the ratification.

## **Article XI      Amendments**

**Section 1.** These Bylaws may be amended by the affirmative vote of majority of the active members of the club at the Annual Meeting, or at any meeting of the club provided thirty days' notice of intent to amend is published.