

**BYLAWS**

**NORTHWOODS NORDIC SKI CLUB, INC.**

**ARTICLE I -- OFFICES**

The principal office of the corporation in the State of Wisconsin shall be located in the greater Rhinelander area, within the County of Oneida. The corporation may have such other offices, either within or without the State of Wisconsin, as the board of directors may designate or as the business of the corporation may from time to time require.

**ARTICLE II -- PURPOSE**

To foster, expand and generate the sport of cross-country skiing in the Northwoods area; such purposes shall be limited exclusively to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or any other lawful purpose.

**ARTICLE III -- MEMBERSHIP**

One membership includes an individual or all immediate members of one family. Membership shall be open to any individual 18 years of age or older. Persons who have not yet reached the age of eighteen years are considered members where their immediate family become members under a family membership.

Membership in the corporation shall not discriminate on the basis of any characteristic protected under State or Federal law including, but not limited to, race, color, age, sex, creed or religion, handicap or disability, marital status, citizenship status, veteran status, membership in the national guard, State defense or reserves, sexual orientation, national origin, ancestry, arrest record, conviction record, or any other characteristic protected by law.

Application for membership shall be made in the manner prescribed by the board of directors.

Resignation from membership shall be presented to the board of directors, but shall not relieve any member from liability or any dues accrued and unpaid at the time when such resignation is made.

If any person being a member of the corporation shall at any time be guilty of an act prejudicial to the corporation, or to the purposes for which it was formed, or shall no longer be in compliance with the qualifications for membership set forth in Paragraph One of the Article, such person shall be notified to appear personally before the board of directors at a designated time on thirty (30) days notice and at that time be given a hearing. By 2/3 vote of the board of directors present at the hearing, at which hearing there shall be a quorum present, the membership of such person in the corporation may be terminated.

Members shall have no responsibilities or rights in voting in any manner except as specifically set forth herein.

Only one vote may be cast per each membership on a question called to a vote. A member must be present at the meeting at the time the vote is called in order to vote. All votes shall be counted by a show of hands unless otherwise specified in these By-laws.

#### **ARTICLE IV -- GENERAL POWERS**

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation as they may deem proper, not inconsistent with these bylaws and the laws of this State.

#### **NUMBER, TENURE, AND QUALIFICATIONS**

~~The number of directors shall be eleven. Each director shall hold office until the next annual meeting of the membership until their term expires and until their successors have been elected and qualified.~~ The directors shall be elected *by either a written ballot or majority vote. A majority vote of those members in good standing present at the annual meeting will be sufficient to elect all directors. Members in good standing at the annual meeting, shall be defined as those members who have been in good standing at the end of the previous calendar year, and shall include any new members in good standing up to the date of the election.* Only members of the corporation may be directors.

*The number of directors shall be seven. The directors shall be elected for two-year terms at the annual meeting. Terms will be staggered to provide continuity. Directors 1, 3, 5 and 7 shall be elected in odd calendar years (i.e., 2025, 2027, 2029, etc.), and Directors 2, 4 and 6 will be elected in even calendar years (i.e., 2026, 2028, 2030, etc.) Only members of the corporation may be directors. At the 2025 Annual Meeting, all seven directors will be elected with Directors 2, 4 and 6 being elected to an initial 1-year term that expires in 2026.*

#### **REGULAR MEETINGS**

A regular meeting of the directors shall be held without notice other than this bylaw immediately after, and at the same place as, the annual meeting of the members. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

#### **SPECIAL MEETINGS**

Special meetings of the directors may be called by or at the request of the president or any two directors. They are authorized to call special meetings of the directors, may fix the place for holding any special meeting or the directors called by them.

## **NOTICE**

Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally, or by e-mail or mailed to each director at his/her home or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given, electronically, such notice shall be deemed to be delivered to the service provider. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **QUORUM**

At any meeting of the directors a simple majority shall constitute a quorum for the transaction of business, but if fewer than a simple majority is present at a meeting, a simple majority of the directors present may adjourn the meeting from time to time without further notice.

## **MANNER OF ACTING**

The act of the simple majority of the directors present at a meeting in which a quorum is present shall be the act of the directors.

## **NEWLY CREATED DIRECTORSHIPS AND VACANCIES**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a simple majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the membership's removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

## **REMOVAL OF DIRECTORS**

Any or all of the directors may be removed for cause by a simple majority vote of the membership or by action of the board, at the Board's discretion. Directors may be removed without cause only by a simple majority vote of the membership at a regularly scheduled meeting of the membership.

*Directors are expected to attend 100% of all regularly scheduled board meetings. Physical or virtual presence counts for attendance, though in person participation is highly encouraged. Directors are expected to make reasonable efforts to attend most of these meetings, especially because a significant portion of board work occurs during these meetings. It is understood that Directors may occasionally miss meetings due to circumstances beyond*

*their control such as illness, travel schedules, jury duty, etc. These will generally be considered "excused" absences provided the Director notifies the President and/or Secretary of meetings they know they will miss in advance, or shortly thereafter if the absence was due to an unforeseen reason. "Silent failure" (i.e., missing a meeting without notification) will be considered an unexcused absence. Two annual unexcused absences during the Directors 2-year term will be grounds for removal of the Director from the board.*

## **RESIGNATION**

A director may resign at any time by giving written notice to the board, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## **COMPENSATION**

No compensation shall be paid to directors, as such, for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

## **PRESUMPTION OF ASSENT**

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have been assented to the action taken unless his dissent be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **EXECUTIVE AND OTHER COMMITTEES**

The board of directors, by resolution, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board.

## **ARTICLE V -- OFFICERS**

### **NUMBER**

The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors. Only members of the corporation may be on the board of directors and officers are elected from the board of directors. Any officer or member of the board may hold two of the aforementioned

offices. The President may only hold the office of President.

### **ELECTION AND TERM OF OFFICE**

The officers of the corporation shall be elected by the members' Board of Directors of the corporation after each annual meeting. Each officer shall be elected upon receiving a simple majority of the votes cast by the directors at the annual meeting. Candidates for election as officers shall be nominated by the board of directors, although nominations may also be made by members of the corporation at the annual meeting. Each officer shall hold office until their term expires ~~next annual meeting of the membership of the corporation~~, and until his or her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall have been removed in the manner hereinafter provided.

### **REMOVAL**

Any officer elected by the board may be removed by the members by a simple majority vote of the membership, at a regularly scheduled meeting of the membership. A membership vote on removal of an officer may be conducted only by resolution of the board of directors. Written notice that a membership vote on removal of an officer will occur must be given by the board of directors to each member, by mailing such written notice, postage prepaid, in the regular United States Mail, to the home address of such member, no fewer than ten (10) days in advance of a scheduled meeting.

### **VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

### **PRESIDENT**

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings of the members and of the directors. He/She may sign, and the secretary or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

**VICE-PRESIDENT**

In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the directors.

**SECRETARY**

The secretary shall keep the minutes of the membership and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the corporate records and of the seal of the corporation, and keep a register of the post office address and other contact information of each member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the directors.

**TREASURER**

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the directors.

**ARTICLE VI -- DUES AND FINANCES**

The amount of annual dues shall be determined annually by the Board of Directors.

**ARTICLE VII -- MEETINGS**

The annual meeting of the members of the corporation at which the directors and officers shall be elected shall be held in the ~~month of April~~ *Spring (i.e., March or April)* each year.

The board of directors of the corporation shall present at the annual meeting a report, verified by the president and treasurer or by a majority of the directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the 12 months ended March 31, immediately preceding such date; and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership during such preceding year.

Such reports shall be filed with the records of the corporation and an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

A meeting of the corporation may be called at such time and place as shall be selected by the secretary of the corporation, by and with the consent of the president or a majority of the directors.

Notice of all meetings of the corporation shall be appropriately noticed to the membership and general public at least two weeks before the date of such meeting and shall state the time, place and purposes thereof.

A simple majority of the members of the corporation, whether present in person or represented by proxy, shall constitute a quorum for all purposes.

A member may vote by proxy. Each proxy must be executed in writing by a member or by a director as the case may be.

The order of business at any membership meeting may be changed by a vote of simple majority of the members present. A motion to change the order of business is not debatable.

The rules of procedure at meetings of the members of the corporation shall be according to Robert's latest book on parliamentary procedure, so far as applicable and when not inconsistent with these bylaws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

#### **INFORMAL ACTION BY MEMBERS**

Unless otherwise provided by law, any action required to be taken at a meeting of the members, may be taken without a meeting if a consent in writing or e-mail, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

#### **ARTICLE VIII -- NOMINATIONS**

Nominations for the board of directors may be made by any member of the corporation on the day of the annual meeting.

#### **ARTICLE IX -- CONTRACTS, LOANS, CHECKS AND DEPOSITS**

##### **CONTRACTS**

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**LOANS**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

**CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

**DEPOSITS**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

**ARTICLE X -- FISCAL YEAR**

The fiscal year of the corporation shall begin on October 1 in each year.

**ARTICLE XI -- EARNINGS**

No part of the earnings of this non-profit corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation and to establish and contribute to an academic scholarship or scholarships for a graduating Rhinelander High School Nordic Ski Team student.

**ARTICLE XII -- WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII -- AMENDMENTS**

These bylaws may be altered, amended or repealed and bylaws may be adopted by a vote of a simple majority of the members at any annual membership meeting or at any special

membership meeting when the proposed amendment has been set out in the notice of such meeting.

**ARTICLE XIV -- DISSOLUTION**

The period of existence shall be until such time as two-thirds vote of the voting membership shall agree to terminate this corporation, whereupon any net assets of the corporation must be distributed upon termination for a Section 501(c)(3) charitable and educational purpose or another 501(c)(3) organization whose purposes are similar to Northwoods Nordic Ski Club Inc., and Articles of Dissolution are filed in the office of the Secretary of State and recorded.