

# Bylaws of the Kellner Knights

## Article 1 Name and Location

This organization shall be known as the Kellner Knights, Inc. and will be hereinafter referred to as the Club. The principal office shall be located at the physical address of the Treasurer.

## Article 2 Purpose/Mission Statement

2.1 The purpose of this Club shall be to promote snowmobile safety and improvement of snowmobile trails and conditions in Central Wisconsin. The Club has been formed as a non-profit organization in which no individual will financially or personally benefit. The assets and income of the Club shall not be distributable to, or benefit any Club officer, member, or any other individual except for reimbursements of Club approved expenses. The Club is organized exclusively for purposes pursuant to Section 501(c)(7) of the Internal Revenue Code.

2.2 The Club shall not engage in any activities not permitted by an organization exempt from federal income tax

2.3 The Club shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

## Article 3 Membership

3.1 Membership in this organization may be either for a single person or family. A family is defined as a husband & wife including children under the age of 19.

3.2 Annual dues shall be \$30 per year regardless of the number of people in your household.

3.3 Annual dues for a single person under 19 (and not part of a family) shall be \$10 and require a parent/guardian written approval to apply for a *youth* membership in the Club.

3.4 Dues shall be payable at the first regular meeting in September.

3.5 Application for membership accompanied by yearly dues shall be filed with the Vice-President (membership chair) at any regular meeting of the Club.

3.6 Lifetime membership shall be a free membership for any charter member of the Club or a person who has been a continuous member for over 25 years and has distinguished themselves in furthering the cause of the Club. This can be obtained by submission of a nomination and review by the Board of Directors with a subsequent vote by two-thirds majority of the general membership present or by proxy at any regular club meeting.

3.7 The President, Vice President, Secretary, and Treasurer shall receive free membership in the Club for the fiscal year beginning in their term of office.

- 3.8 There shall be no residency requirements.
- 3.9 Minimum voting age of voting members will be 18 years of age.
- 3.10 Any member acting contrary to these bylaws or intentionally acting in such a manner as to reflect discredit upon the Club, its members, or its activities, may, upon written request signed by at least three members in good standing, be expelled from membership in the Club, by a TWO THIRDS majority vote of the general membership present or by proxy at any regular meeting held not less than 30 days after the accused has been notified in writing of the charges made. This paragraph shall also apply to impeachment of officers. Any dues paid shall be forfeited in the event of such expulsion
- 3.11 Proxy is defined as a written or electronic format to indicate a member's vote which must be received 48 hours before the day of the vote.

#### **Article 4 Board of Directors**

The business of the Club shall be managed by its Board of Directors. It shall be the duty of the Board of Directors to act as custodian of all Club assets.

##### 4.1 Membership and Terms

- (a) The Board of Directors shall consist of 7 members and shall include the President, Vice President, Secretary, Treasurer and 3 members at-large elected from the Club membership.
- (b) The outgoing President automatically becomes a member of the Board of Directors as a member at-large for a three year term. If the President is re-elected as president, then a third member of the Board of Directors will be elected by a majority vote of the general membership that casts a vote. If more than one Board member at-large is needed, the Board of Directors will be elected one each year by a majority vote of the general membership present or by proxy that casts a vote at the annual meeting:
- 1<sup>st</sup> will serve 3 years
  - 2<sup>nd</sup> will serve 2 years
  - 3<sup>rd</sup> will serve 1 year

##### 4.2 Authority/Powers

- (a) The Board of Directors may act on behalf of the Club in emergencies where time does not permit the calling of a special meeting. When acting in such emergencies, all orders must be in writing or electronic format and signed by a majority of the Board, with such action reported at the next regular Club meeting.
- (b) The Board of Directors shall approve the formation/dissolution of all Club committees.
- (c) The Board of Directors shall be responsible for setting the Club's calendar of events. Examples such as: Landowners appreciation party, annual rides and events.

- (d) The Board of Directors shall act as the auditing committee and shall audit the books of the Treasurer and report the results of such audit at the next regular meeting, prior to the election of officers (March Club meeting a.k.a. Annual meeting). If deemed necessary an independent third party could be used to provide an additional audit.
- (e) Board vacancies.
  - i. Notifications of resignations for Board members shall be submitted to the Board of Directors
  - ii. The Board shall fill any vacancy by appointment and that person shall hold that office until the next scheduled election for that position.
  - iii. If the office of the President should become vacant, the Vice President will immediately take over that office. The Board will then appoint a member to take over the office of the Vice President.
- (f) Spending authority
  - i. Board of Directors shall prepare a budget to be approved at the September Club meeting (start of fiscal year) and be approved via vote by the general membership present or by proxy. This budget will contain the necessary line items to carry out the clubs normal business throughout the year. (examples include: insurance, grooming expenses and Club events)
  - ii. Officers of the Club shall have a spending limit not to exceed \$500 per transaction for non-budgeted items.
  - iii. Board majority vote shall have a spending limit not to exceed \$2,500 per transaction for non-budgeted items.
  - iv. Purchases over \$2,500 for non-budgeted items shall require a two thirds vote of the general membership present or by proxy at any regular club meeting. Such spending proposal should be discussed at not less than one monthly meeting prior to the vote and notice of the vote should be made at least 1 week in advance.
  - v. Without prior approval, expenses by club members shall be limited to not more than \$100 for materials or services related to Club activities and must be accompanied by appropriate receipts.
  - vi. All expenses shall be presented at the next scheduled Club meeting for approval. Expenses shall then be discussed and approved or rejected. Rejected expenses will become the responsibility of the individual responsible for stated expenditure.
- (g) Board of Directors should review the Articles of Incorporation and Bylaws annually to validate their relevance of those documents and protect the interest of the Club. This should be done at the last Board Meeting before the new officers have been installed.
- (h) The newly elected Board of Directors should review the Articles of Incorporation and Bylaws at their first Board meeting to become knowledgeable of the Club's working documents.

#### 4.3 Board Meetings

- (a) Meeting Schedule: meetings will be scheduled by the President with due notice of the meeting time and place to be given 7 or more days prior to the meeting.

- (b) Quorum: a quorum of at least 5 of the 7 Directors must be present to conduct business at a Board meeting. Decisions are to be by a simple majority vote of those Directors present. The President only votes when necessary to break a tie vote.
- (c) Intermediate action: business requiring action before the next planned Board meeting may be voted on by a survey authorized by the President. The President or a Director appointed by the President will take a written or electronic survey of all the Directors. The President may authorize action if a majority of the Directors are in agreement of the action. The survey must be reported and a formal vote taken at the next Board meeting. This type of action by the Board of Directors still requires a quorum.

## **Article 5 Club Officers**

- 5.1 The officers of the Club shall be President, Vice President, Secretary and Treasurer.
- 5.2 Election of officers shall be by secret ballot or proxy and will be held at the Annual Club meeting in March of each year. Newly elected officers will be installed at the next regular meeting after election and will serve for their elected term or until relieved by their successor.
- 5.3 The candidate receiving the greatest number of votes shall be declared elected. In the event of a tie, the two candidates receiving the most votes shall be voted on again. If a tie still exists, the vote shall be taken again. After three ballots, if a tie still exists; the President shall toss a coin to decide the winner.
- 5.4 Any officer not attending 3 meetings within their elected term shall be subject to replacement, (unless absent with an approved excuse), and the office will be filled by a Board of Directors appointed majority vote.
- 5.5 Any office vacated between elections shall be filled by appointment by the Board of Directors.
- 5.6 A person elected to an office of the Club can run for the same office for as many times as they so choose.
- 5.7 Duties of Officers
  - (a) President
    - i. The President shall be the principal executive officer of the Club.
    - ii. Shall supervise and control all the business of the Club.
    - iii. Shall when present, preside at all Club meetings and Board of Director meetings in observance of these by-laws.
    - iv. Shall have authority to sign all documents on behalf of the Club for the Clubs' regular business.
    - v. Shall appoint committee chairpersons. (i.e.: fundraising, special events)
    - vi. Shall appoint the Club Trail Boss annually at the Club Annual Meeting.
      - a. Trail Boss (non-officer)
      - b. Is responsible for the signage, installation of signage, removal of signage, re-routes and maintenance of Club trails.
      - c. Appoint Section Bosses to maintain Sections of Club trails as necessary.

- d. Trails will be inspected regularly by the Trail Boss and Section Bosses, reporting their findings to the Club President as necessary.
  - e. Coordinate and optimize trail maintenance reimbursements from County and State agencies.
  - f. Contact each landowner every year before trails are signed for permission to use land, or delegate to Section Bosses accordingly.
  - vii. Attend or appoint a member(s) to attend any meeting(s) relevant to the Club's business. (County Alliance meetings, State Alliance meetings, local and state government meetings)
- (b) Vice President
- i. Shall assume the duties of the President in the President's absence.
  - ii. Maintain all Club membership and supply report at each Club meeting.
  - iii. Assist the President as necessary with all Club business.
- (c) Secretary
- i. Shall conduct the official correspondence of the Club, maintain all permanent records and files of minutes of all Club and Board of Directors meetings.
  - ii. Provide safe keeping of all records as directed by the Club or its President.
  - iii. Prepare and send correspondence to the Club members as agreed upon by the Board of Directors. (Such as: newsletters, announcements, invites etc...)
- (d) Treasurer
- i. Shall have charge and custody and be responsible for all funds of the Club.
  - ii. Receive and give receipts for monies due and payable to the Club.
  - iii. Pay all approved bills as directed by the Board of Directors in a timely manner.
  - iv. Keep all detailed permanent financial records for the Club and be subject to audits as directed.

## **Article 6 Meetings**

- 6.1 Regular meeting: shall be held on the second Thursday of each month at a regularly designated place, at 7:00 PM September thru May for the purpose of transacting business.
- 6.2 Fifteen (15) members or more (including by proxy) at any regular meeting shall constitute a quorum for the transaction of business.
- 6.3 Special meeting: shall be called upon by the President or by written request of FIVE (5) members in good standing. A written, printed or electronic notice stating the place, date, time and purpose of any special meeting shall be delivered to each member not less than seven (7) days nor more than thirty (30) days in advance.
- 6.4 Annual meeting: shall be the Regular March Club Meeting of each year. The purpose of said meeting shall be the election of officers and Directors and any other regular Club business.

**Article 7  
Fiscal Year**

The fiscal year will run from September 1<sup>st</sup> to August 31<sup>st</sup>.

**Article 8  
Amendments**

No amendments to these by-laws or any part thereof shall be made until it has been presented in writing by a member in good standing and read at a regular meeting of the Club. The proposed amendment or change shall then be laid on the table until the next regular meeting when it will again be read and accepted or rejected by a TWO THIRDS majority of the members of the voting body present or by proxy who cast a vote.

**Article 9  
Parliamentary Procedure**

9.1 Meeting procedures for the Club will generally follow Robert's "Rules of Order", the Secretary shall confirm that the President is correctly following the procedural rules of the Robert's "Rules of Order".

**Article 10  
Dissolution**

The Club may be dissolved at any time upon written consent of at least two-thirds of the general membership. Dissolution must be presented in writing by a member in good standing and read at a regular meeting of the club. The proposed dissolution shall then be laid on the table until the next regular meeting when it will again be read and accepted or rejected by a TWO THIRDS majority of the members of the voting body present or by proxy who cast a vote. In the event of dissolution, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the assets of the Club, nor any proceeds from the sale thereof, shall be distributed to any members. After payment of Club debts, assets shall be donated to another tax-exempt snowmobile Club. If no other tax-exempt snowmobile Club exists, another non-profit or charity may be selected by majority vote by the members who cast a vote.

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