

BYLAWS OF  
WESTONKA SNOBLAZERS, INC.

Approved: 11/04/2003

**Article I. Principal Office**

The principal office of the corporation in the State of Minnesota shall be located at 5085 Bartlett Blvd, City of Mound, County of Hennepin, 55364. The corporation may have other offices as the Board of Directors designates or as the business of the corporation may require from time to time.

**Article II. Meetings**

***Section 2.01 Regular Meeting Schedule***

The regular meetings of the general membership shall be held monthly on the first Tuesday of each month from October through April; provided however these regular meetings may be changed by a majority vote of the general membership.

***Section 2.02 Board Meeting Schedule***

The regular meetings of the Board of Directors shall be held monthly on the third Tuesday of each month from September through March; provided however, these regular meetings may be changed by a majority vote of the Board of Directors.

***Section 2.03 Committee Meetings***

Committees may be formed to investigate and advise the Board and or the General Membership on specific issues. The chairman of the committee shall convene meetings of the committee at a time and place that is agreeable to members of the committee. Membership of a committee shall consist of any member in good standing that wishes to participate in that committee. Committees have no authority to obligate the club in any manner.

***Section 2.04 Quorum***

At any regular meeting, special meeting of the members, or annual election meeting, a quorum is necessary for the transaction of business or to elect new officers and directors. A quorum shall consist of a majority of the Board of Directors at the Board of Directors' meeting, and a majority of the members present at the regular monthly meetings or special meetings.

### ***Section 2.05 Special Meetings***

Special meetings of the members, for any purpose or purposes may be called at any time, by: (a) the President; (b) the Treasurer; (c) the Secretary; (d) two or more Directors; (e) twenty five percent (25%) or more of the members in good standing of the Club which shall give a written notice to the President or the Treasurer of the Club demanding a special meeting of the members and stating the purposes of the meeting. Within thirty days after receipt of this demand, the Board shall cause a special meeting of the members.

### ***Section 2.06 Notice of Special Meetings***

The Secretary shall notify all the regular members in good standing of a special meeting, by mailing a notice thereof to the member's last known address not less than seven (7) days before the date of the special meeting.

### ***Section 2.07 Conduct of Meetings***

Roberts Rules of Order shall govern the conduct of all meetings.

### ***Section 2.08 Place of Meetings***

The General Membership may designate any place by majority vote by members in good standing, within the State of Minnesota, as the place of meeting for any regular meeting. The Board of Directors may designate any place within the State of Minnesota, as the place of meeting for any board meeting or special meeting called by the Board of Directors.

## **Article III. Waiver of Notice**

Whenever any notice whatsoever is required to be given under the Articles of Incorporation or by the Bylaws of the Club, a waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

## **Article IV. Directors and Officers**

### ***Section 4.01 Management of the Club***

The management of the affairs of the Club shall be vested in the Board of Directors, which shall be composed of the officers of the club and seven (7) directors. The officers shall be: President, Vice President, Secretary, and Treasurer.

### ***Section 4.02 Nominations for Directors and Officers***

Nominations for all upcoming scheduled vacancies on the Board at the time of the annual election meeting shall be made from the floor at the regularly scheduled membership meeting in March. Should any nominee not be present at the time of nomination, the President shall contact that nominee before publication of the March Newsletter to confirm or reject acceptance of the nomination. All confirmed nominees shall be listed as such in the March Club Newsletter.

### ***Section 4.03 Election of Directors and Officers***

The officers and directors shall be members of the Club and elected by the membership at the annual election meeting of the Club. Only members in good standing are entitled to vote for each office or vacancy to be filled at any election. Only one vote per membership is allowed. See section 5.04. The annual election meeting will at the April General Membership meeting.

### ***Section 4.04 Length of Terms***

Officers (President, Vice President, Secretary, and Treasurer) shall be elected to serve for a term of one year. This shall not limit an officer from seeking re-election. All directors shall be elected for a term of two years. Terms shall begin with the next scheduled meeting (membership meeting, board meeting, or special meeting) to occur after the annual election meeting.

### ***Section 4.05 Vacancy***

Any vacancy occurring on the Board of Directors between the annual election meeting of membership shall be filled by the majority vote of the remaining members of the Board of Directors and the person so selected shall serve until the next annual meeting of the membership.

## **Section 4.06 Officer Responsibilities**

### **(a) President**

The President shall be the principal executive officer of the club and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the club. He/she shall, when present, preside at all meetings of the members of the club and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors any instruments required to be executed by the club. He/she shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board if Directors from time to time.

### **(b) Vice President**

The Vice President shall stand in for the President whenever the President is unavailable. In addition, the Vice President shall assume the responsibilities of the President should the President position become vacant until such time as the Board can meet and fill the vacancy under section 4.04 of these bylaws.

### **(c) Treasurer**

The Treasurer shall: (a) keep accurate financial records for the corporation, and shall have charge and custody of, and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys 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 the provisions of these bylaws; (c) report the financial condition of the club at each meeting of the general membership; and (d) 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 Board of Directors.

### **(d) Secretary**

The Secretary shall (a) keep the minutes of the proceedings of the members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) publish the monthly newsletter; (e) in general perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

## **Article V. Membership**

### ***Section 5.01 Application for Membership***

Membership of the club shall be unlimited and is open to anyone interested in the sport of snowmobiling who is 18 years of age or older. New members invited to join are accepted only after the application has been approved by the Board of Directors. If not accepted, the membership dues will be refunded. The Board, at its sole discretion may reject any application for any reason.

### ***Section 5.02 Definition of Member***

Each membership includes all members of the same immediate family that reside at the same residence. Children must be under the age of 18 to be included in the family's membership.

### ***Section 5.03 Dues***

Dues must be paid in advance on an annual basis, and shall run from November 1<sup>st</sup> to October 31<sup>st</sup> of the following year. Any member who refuses to pay his/her dues may have his/her membership terminated by the Board of Directors. The amount of club dues shall be determined by a majority vote of members in good standing present at the regular October meeting.

### ***Section 5.04 Voting***

Each membership is allowed to vote only once. Example: Family consists of husband, wife, and children. This family gets 1 vote - not one vote each. Members who have not paid their dues by the November regular membership meeting may not vote on any club business until their dues are paid in full. Member must be present to vote. No absentee voting will be allowed.

## **Article VI. Amendments**

Any of these bylaws may be amended in whole or part at any regular or special meeting of the club membership provided a quorum is present and that a majority of the members in good standing then present and voting shall vote for such amendment. Amendments must be published in the Club newsletter or sent to the members at least seven days before voted on at a general or special membership meeting.

## **Summary of major changes to the Bylaws of Westonka Snoblazers, Inc. 9/24/03**

- 1) The regular meeting location will be determined by the general membership rather than the board.
- 2) Dues shall be determined by the general membership rather than the board.
- 3) A membership shall include all members of an immediate family living at the same address except those children over the age of 18. These are the members that are invited and encouraged to participate in any club events.
- 4) A membership shall get 1 vote on any club business. Multiple family members within a single membership should agree on what their 1 vote should be.
- 5) Member shall be present to vote. No absentee ballots allowed.
- 6) Quorum is redefined to be a majority of members present rather than a majority of members.