

**ROLLING HILLS SNOWMOBILE & ATV CLUB**  
**AMENDED AND RESTATED BYLAWS**  
**REVISED NOVEMBER 8, 2021**

**ARTICLE I: NAME AND PRINCIPAL OFFICE**

Section 1. The name of the organization shall be Rolling Hills Snowmobile & ATV Club, Inc., hereinafter referred to as Rolling Hills.

Section 2. The organization may have such principal office, either within or without the City of Spooner, Wisconsin, as the Board of Directors may designate or as the affairs of the organization may require from time to time.

**ARTICLE II: PURPOSE AND MISSION**

Section 1. The purpose of Rolling Hills is to advance the general welfare and safety of snowmobiling and ATV/UTV riding, and advance the general welfare and safety of the sports, and to encourage the proper recreational uses of the sports on the land and trails throughout Washburn County, Wisconsin.

Section 2. The mission of Rolling Hills shall be:

- To encourage the safe, courteous, lawful and responsible use of snowmobiles and ATV/UTV's
- To develop, maintain, grade and groom a system of trails interconnecting with adjoining clubs becoming a part of the Wisconsin statewide trail system
- To promote and encourage tourism, a primary economic driver in the community, by providing well maintained trails
- To encourage the use of private and public lands for snowmobiling and ATV/UTV riding on a local, county and statewide basis
- To support the continued existence of local businesses by providing well maintained trails.

**ARTICLE III. STATUS AND LIMITATIONS**

To carry out the mission of Rolling Hills and to make effective representation on behalf of its members, Rolling Hills shall be organized as a non-profit, non-stock corporation under Wisconsin statutes, and shall have Section 501 (c) (7) status as a tax exempt organization under the Federal Internal Revenue Service Code. No part of the assets or income of Rolling Hills shall inure to the benefit of, or be distributable to, any officer, director, member, or other person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Rolling Hills shall not participate in partisan political activity, nor function as a regulatory, legal or law enforcement enterprising body.

## **ARTICLE IV: MEMBERSHIP**

Section 1. There shall be three (3) types of membership in Rolling Hills. The types of membership will be Association of Wisconsin Snowmobile Club (AWSC) Affiliated members, Non-AWSC Affiliated members, and Honorary.

Section 2. AWSC Affiliated membership shall be those individual members who pay their annual dues plus the annual membership dues for AWSC. The AWSC Affiliated member shall be registered by Rolling Hills with AWSC as a member of Rolling Hills. The AWSC Affiliated member shall have one vote in elections of officers and directors.

Section 3. Non-AWSC Affiliated membership shall be those individual members paying their annual dues to Rolling Hills only. The Non-AWSC Affiliated member will not be registered with AWSC as a member of Rolling Hills. The Non-AWSC Affiliated member shall have one vote in elections of officers and directors.

Section 4. Honorary membership: Land owners granting snowmobile/ATV easements or land use agreements will be entitled to free membership as long as their easements or land use agreements are in effect. Honorary membership shall also include those businesses that purchase an advertisement in the Rolling Hills Trail Map published biannually. Honorary membership shall have full rights and privileges of other memberships including having one vote in elections of officers and directors.

Section 5. Dues: Annual dues shall be established by the Board of Directors. Dues shall be paid for a period of one year to align with the AWSC requirements for state dues. Honorary members shall not be required to pay dues. Rolling Hills will pay the dues to the AWSC to maintain the membership of the Honorary member in the AWSC.

Section 6. Termination of membership: Membership in Rolling Hills may be terminated by the Board of Directors for non-payment of dues. Membership may also be terminated by the action of the Board of Directors for conduct that has been determined to be improper, unbecoming, or likely to endanger the interests or reputation of Rolling Hills, or for the willful breach of Rolling Hill's bylaws.

## **ARTICLE V: OFFICERS**

Section 1. The Officers of Rolling Hills shall be the President, Vice-President, Secretary and Treasurer.

Section 2. Terms of office shall begin with the next scheduled meeting (Board meeting, General meeting, or Special meeting) to occur after the annual meeting in May of each year. The length of the term of office for Directors and Officers shall be two years.

Section 3. Election of Officers: Votes for officers must be cast by ballot unless there is no contest for the positions to be filled, i.e., accept the slate of candidates as written. Candidates for Officer positions shall be nominated by any member.

Section 4. Removal: Any Officer may be removed at any time with or without cause by a two-thirds vote of the Board.

Section 5. Powers and Duties: Subject to the control of the Board, all Officers as between themselves and Rolling Hills shall have such authority and perform such duties in the management of the property

and affairs of Rolling Hills as may be provided by these Bylaws, or by resolution of the Board, and to the extent not so provided, as generally pertain to their respective offices.

- a) **President:** The President shall also serve as the Chair of the Board. The President shall preside at all Board and General meetings and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of Rolling Hills in accordance with the policies and directives approved by the Board. The President shall consult other Officers, but only the Board of Directors shall have final approval of vendor contracts, invoices and other disbursements of Rolling Hills.
- b) **Vice-President:** The Vice-President shall perform all duties of the President in his/her absence.
- c) **Secretary:** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all General and Board meetings, shall give or cause to be given all notices in accordance with these Bylaws or as required by law. The Secretary shall keep or cause to be kept a minute book of all meetings. The Secretary shall keep corporate documents and documents of importance to Rolling Hills in a safe deposit box in the bank designated as depository by Rolling Hills.
- d) **Treasurer:** The Treasurer shall have the custody of, and be responsible for, all funds and securities of Rolling Hills. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of Rolling Hills and shall deposit all monies and other valuable property of Rolling Hills in the name and to the credit of Rolling Hills in such banks or depositories as the Board may designate. The Treasurer shall render a statement of accounts at each monthly Board meeting. The Treasurer shall retain an independent accounting firm to prepare Rolling Hills' tax returns and the yearend reconciliation of Rolling Hills' books and accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Director of Rolling Hills.

Section 6. Any two offices may be held by the same person, except the offices of President and Vice-President.

Section 7. **Transfer of Records:** All records in the possession of any Rolling Hills officer shall be delivered and/or transmitted to the successor in office within thirty (30) days of the successor's election or appointment to office.

## **ARTICLE VI: MEETINGS**

Section 1. Regular meetings of the membership are held monthly on the first Wednesday of each month. The time and location will be determined by the Social Committee with the advice and consent of the Board of Directors. Notice of the meetings will appear in the Club newsletter.

Section 2. The May membership meeting is designated as the annual meeting of the membership for the purpose of conducting the election of officers and directors, in addition to other regular business.

Section 3. Regular meetings of the Board shall be held monthly on the second Monday of each month at a time, place and location as directed by the Chair.

- a) A special meeting of the Board may be called at any time by the Chair or majority of the Board. Notice of the time and place of special meetings of the Board shall be given or delivered personally to each Director, or sent to each Director by first-class mail or by other form of written or telephonic communication (including electronic mail or message) at least forty-eight (48) hours before the meeting if personal delivery is made or if electronic mail is used, and at least four (4) days before the meeting if mail is used. Written notice shall be addressed or delivered to each Director at his/her address as it is shown upon the records of Rolling Hills.
- b) Members of the Board may participate in any meeting, including committee meetings, through the use of conference telephone or similar communications equipment, so long as the members participating in the meeting can hear one another. Participation by such means shall constitute presence in person at the meeting.
- c) Unless otherwise restricted by these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors shall consent in writing to such action. Such consent shall have the same effect as a vote of the Board and shall be ratified at a subsequent Board meeting.

Section 4. The members present shall constitute a quorum for all membership meetings. Unless otherwise stated in these Bylaws, a simple majority of eligible members' votes cast at any meeting shall be decisive of any motion.

Section 5. Roberts Rules of Order shall govern the conduct of all membership and Board meetings.

## **ARTICLE VII: BOARD OF DIRECTORS**

Section 1. Duties of the Board: Unless otherwise restricted by these Bylaws, the Board of Directors shall have control of the activities of Rolling Hills, to establish policies, to approve expenditures, and to approve budgets. The Board may delegate to a committee, or to the President, the powers and authority as it may deem necessary for the conduct of the affairs or to carry the purposes of Rolling Hills. The Board of Directors shall act on all matters pertaining to the welfare of Rolling Hills.

Section 2. Number of Directors and Term of Office: The Board of Directors shall consist of four (4) elected officers each having a two (2) year term and nine (9) elected Directors each serving a two (2) year term.

Section 3. Any vacancy occurring on the Board of Directors shall be filled by the majority vote of the remaining members of the Board. The person so selected shall serve the remainder of the term of office.

Section 4. All Board decisions shall be made by majority vote of Directors.

Section 5. Any director who misses three (3) consecutive regular meetings without good cause as determined by the Board, or without prior approval, may, at the discretion of the Board, be removed from office.

Section 6. Removal: Any Director may be removed with or without cause by a two-thirds vote of the Board of Directors.

Section 7. Quorum: A majority of the number of Directors shall constitute a quorum of the Board for the transaction of business.

Section 8. Vacancies: Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the Directors then in office.

Section 9. Resignation. Any Director may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, or if no time is specified, the resignation will be effective immediately.

Section 10. Director Compensation: There shall be no compensation for Directors in their capacity as such, except that Directors may be reimbursed for expenses incurred in the performance of their duties to Rolling Hills, in reasonable amounts as approved by a majority of the Board.

#### **ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS**

Section 1. The election of Officers and Directors occurs at the May membership meeting. In the even-numbered years, elections are held for the President, Secretary, and four (4) Directors. In the odd-numbered years, elections are held for the Vice-president, Treasurer, and five (5) Directors.

Section 2. The nomination of candidates for Officers and Directors shall be made by a Nomination Committee, appointed by the President in March. This committee shall present its candidates for office at the regular meeting of the membership in April. Other nominations, including self-nomination, of candidates may be from the floor and nominations are then closed. The nominative slate shall be published in the Club newsletter and bound over for election at the annual meeting in May.

Section 3. The election shall be by ballot vote of eligible members attending the annual meeting in May. Eligible members are defined as AWSC Affiliated, Non-AWSC Affiliated, or Honorary members whose dues are paid in full for the current year. AWSC Affiliated, Non-AWSC Affiliated, or Honorary

memberships have one (1) vote. Voting by proxy will not be accepted. Any member who is entitled to attend the annual meeting may make a written or electronic request for an absentee ballot from the Secretary.

Section 4. After the voting is conducted at the annual meeting, the Nomination Committee will count the votes from regular and absentee ballots and announce the results. The ballots will be kept by the Secretary for a period of three (3) days, in case of a contested election, and then destroyed.

Section 5. Terms of office shall begin with the next scheduled meeting (membership meeting, Board meeting, or Special meeting) to occur after the annual election meeting.

#### **ARTICLE IX: COMMITTEES**

Section 1. Rolling Hills shall have designated committees as follows:

- a) A Finance Committee to carry out the duties described in Article V, Section 4 (d).
- b) An Equipment Committee to evaluate and maintain existing and possible new equipment.
- c) A Membership Committee to maintain and direct the annual membership drive, to direct payment to AWSC for those members that have paid their dues, and to compose and distribute the monthly Club newsletter.
- d) A Social Committee to evaluate and plan the social events of Rolling Hills, including but not limited to the locale of each monthly membership and Board meeting, the Landowners picnic in August of each year, the Club's Christmas party each December, and any other events for the Club.
- e) A Trails Committee to be composed of two (2) Trail Bosses to direct and maintain the extensive ATV/UTV and snowmobile trail system in Washburn County, WI.
- f) A Nominating Committee as described in Article VIII.
- g) A Marketing Committee responsible for the Club's trail map, kiosk advertising and any other marketing activities
- h) A Social Media Committee responsible for the Rolling Hills website, Facebook and other social media.

Section 2. Prospective members of the committees shall be nominated at any time by a member of the Board and are subject to full Board approval. Appointments to any committee shall be for a two-year term. Any committee member can be removed at any time with or without cause by a two-thirds vote of the Board.

Section 3. All committees shall appoint a recording secretary to keep meeting minutes.

Section 4. The Board, at its discretion, may designate ad-hoc committees necessary to perform the functions and mission of Rolling Hills.

**ARTICLE X: FISCAL**

Section 1. The fiscal year of Rolling Hills shall be from October 1 to September 30.

Section 2. Contracts: The Board of Directors may authorize an officer to enter into any contract or execute or deliver any instrument in the name of Rolling Hills, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, loans, mortgages and instruments of assignment or pledge made by Rolling Hills shall be executed in the name of Rolling Hills by the President and the Secretary.

Section 3. Loans: No indebtedness for borrowed money shall be contracted on behalf of Rolling Hills and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 4. Checks, Drafts: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Rolling Hills, shall be signed by such officer or officers of Rolling Hills and in such manner as shall from time to time be determined by or under the authority of a resolution by the Board of Directors.

Section 5. Deposits: All funds of Rolling Hills not otherwise employed shall be deposited from time to time in such bank as may be selected by or under the authority of a resolution of the Board of Directors.

Section 6. Gifts, Donations: The Board may accept, on behalf of Rolling Hills, any contribution, gift, and/or bequest or devise for the general purpose or for any special purposes of Rolling Hills.

**ARTICLE XI: AMENDMENT TO THE BYLAWS**

Section 1. Amendments: These bylaws may be amended, or new bylaws adopted, by the affirmative vote of two-thirds majority of the number of Directors then in office. The Articles of Incorporation may be amended by the affirmative vote of a majority of the number of Directors then in office.

Section 2. These bylaws, once adopted, shall supersede and replace all prior bylaws of Rolling Hills.

**ARTICLE XII: DISSOLUTION**

The Board by a two-thirds affirmative vote of all Directors may recommend that Rolling Hills be dissolved. Upon dissolution of Rolling Hills, the Board of Directors shall, after paying or making provision for the payment of all liabilities of Rolling Hills, dispose of all the assets of Rolling Hills to such other organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable subsection of Section 501 of the Internal Revenue Code, or the corresponding provision on any successor federal statute or regulation as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of Rolling Hills is then located, exclusively for the purposes, and to such organization or organizations, as said Court shall determine, which are organized and operated for the purposes cited therein.

**CERTIFICATION**

These amended and restated bylaws were duly adopted by a two-thirds majority vote of the Board of Directors in attendance at a meeting of Rolling Hills at which a quorum was present on this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_Secretary

John Zavodnick