

**BY-LAWS  
OF  
LEGEND LAKE CHANNEL KRUISERS, INC.**

**Section 1. Name**

The name of this organization shall be the **LEGEND LAKE CHANNEL KRUISERS, INC.**, a non-stock, non-profit corporation, organized under Chapter 181 of the Wisconsin Statutes.

**Section 2. Office**

The principal office of this organization shall be located at Legend Lake Lodge and the mailing address at that location is: Attn: Legend Lake Channel Kruisers, Inc., PO Box 759, Keshena, WI 54135.

**Section 3. Purpose**

The purposes for which this corporation is formed are:

- (a) Exclusively for charitable, religious, scientific and educational purposes within the meaning and intent of Section 501(c)(3) of the Internal Revenue Code of 1986 the specific purpose of this corporation includes, but is not limited to, education, mutual assistance, enjoyment, entertainment and improvement of its members, socially and physically, by sponsoring educational and recreational snowmobile and other approved recreational vehicle-related activities and programs; to promote goodwill and safety between snowmobile operators, landowners, law enforcement officers and agencies and promote environmentally friendly use and preservation of natural resources and environment. The organization is not for profit, and no part of the net earnings, if any, shall be used for the benefit of any member, other than when a special event is sponsored to assist an individual or family in need..
  
- (b) To do all and everything necessary, suitable, useful and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth as principal or agent, either along or in association with other individuals, associations, organizations, foundations, political entities or subdivisions, or corporations, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with any of the foregoing purposes, objectives and powers, or any part or parts thereof, and to do any such acts or things to the same extent as fully as natural persons might or could do.

## **Section 4. MEMBERSHIP**

Any person of good character may become a member upon application to the Secretary and payment of dues. Membership classes are defined as “individual”, “couple” and “family”. See Section 6.2 below for voting rights. Membership can be revoked by the Directors for violation of Club rules, conviction of a felony, or, conviction of operating a recreational vehicle in violation of state or municipal law or regulations.

## **Section 5. Board of Directors & Officers**

The governance of this organization shall be vested in the Board of Directors and Officers (President, Vice-President, Secretary and Treasurer). The members shall elect the officers who will automatically be members of the Board of Directors and the members will vote to elect the remaining slate of candidates for the Board of Directors up to a total for the entire Board of nine Directors. The Board of Directors shall take final action on all major questions of policy and general plans and shall be ultimately responsible for the administration of the corporation. The initial slate of Directors and Officers elected by the membership are set out in the initial Articles of Incorporation.

### **Section 5.1 Composition and Terms**

The initial Board of Directors shall consist of the nine individuals named in the initial Articles of Incorporation. At no time shall there be less than three members of the Board of Directors. Initially, the Board can determine among themselves which directors shall be elected to a one year term and which members shall be elected to a two year term. Thereafter, elections to the expiring terms of the Directors shall be every year for two year terms. Each Director shall continue to serve until his/her successor is duly elected and qualifies to act. The Board of Directors at any regular or special meeting may increase or decrease (but not to less than three directors) the number of directors of this corporation which change shall have the effect of amending this by-law provision to authorize the number of directors then elected.

### **Section 5.2. Vacancies**

Any vacancies on the Board or officership shall be filled by a majority vote of the remaining Board of Directors and any member so elected shall serve the balance of the unexpired term. A vacancy shall result by resignation, removal, death or an increase in the number of directors prior to the expiration of a term of service.

### **Section 5.3 Removal**

Any member of the Board of Directors or any Officer may be removed by a majority vote of the membership in good standing at a special meeting called for that purpose.

#### **Section 5.4 Resignation**

Any member of the Board of Directors or an Officer may resign from service after application is made in writing and addressed to the President or Secretary stating on what date and under what terms the resignation is to be effective.

#### **Section 5.5 Compensation**

There shall be no compensation paid to the Board members or Officers either directly or indirectly, however members shall be reimbursed for authorized personal expense made on behalf of the corporation.

#### **Section 6 Meetings of the Members and the Board of Directors**

The members shall have at least one meeting per year (the "annual meeting"). The annual meeting of members shall be the second Saturday of October at 10 a.m. at the Legend Lake Lodge. Other member meetings thereafter shall be posted on the bulletin board of the Legend Lake lodge to include general notice of any special business to be conducted at such meeting. No other notice or posting is required for member meetings.

The Board of Directors shall meet as often as is necessary to conduct the business of the corporation. In addition, the President may call special meetings of the Board at any time and it shall be his duty to call a special meeting upon the written request of one-third of the members of the Board. At least 24 hours mail, or e-mail notice or 8 hours telephone or personal notice of any regular or special meeting shall be given to the Board members, stating the specific time and place for the meeting. With reference to special meetings only, the notice will also state the general purpose for which the meeting is called.

#### **Section 6.1 Quorum of Board of Directors and Member Meetings**

At any Board meeting four of the total number of persons currently serving on the Board of Directors shall constitute a quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A quorum shall not be deemed to be broken once a meeting has commenced. A member meeting properly noticed shall have no minimum quorum.

#### **Section 6.2 Voting**

At any Board meeting, voting shall be in person and not by proxy. Each Board member present shall be entitled to one vote on any matter presented to the Board.

Each class of membership, whether individual, couple or family shall have one vote for election of officers and directors provided the member has paid dues for that term. Each corporation member shall be entitled to vote. An individual member has one vote, a member as a couple has one vote and a family unit member has one vote. If the couple or family unit cannot agree on how to cast the vote, their vote is forfeit.

### **Section 6.3 Presumption of Assent**

At any Board meeting a Director who is present at such meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting.

### **Section 6.4 Unanimous Consent without Meeting**

Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or committee thereof at any meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors then in office and the consent is filed with the Secretary of the Corporation.

## **Section 7 Officers**

The officers of the corporation shall be President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice President. An officer is automatically a director of the corporation.

### **Section 7.1 Election and Terms**

Officers shall be elected by majority vote of the members at the annual meeting or any special meeting of directors called for that purpose. All officers shall be elected to hold office for two years. Officers may be elected to unlimited subsequent terms. Each officer shall continue to serve until their successor is duly elected and qualifies to act.

### **Section 7.2 Duties**

(a) President. The President shall be the chief executive officer of the corporation; (s)he shall preside at all meetings of the Board; shall be ex-officio member of all committees; shall coordinate and give direction to the activities of the Board; shall be responsible for the management of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; shall perform such other duties as are required by the Board.

(b) Vice President. During the absence or disability of the President, the Vice President shall have all the powers and functions of the President and shall perform the duties of the President and shall perform the duties of the President during the latter's absence. The Vice President shall perform such other duties as the Board shall prescribe.

(c) Secretary. The Secretary shall attend all meetings of the Board; shall keep the minutes of the meetings of the Board; shall record all votes of all proceedings in a book to be kept for that purpose; shall give or cause to be given notice of special meetings of the Board; shall keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner; shall, under the direction of the Board, conduct any official correspondence of the corporation and perform such other duties as may be prescribed by the Board.

(d) Treasurer. The Treasurer shall be the custodian of any funds belonging to the corporation; shall be an ex-officio member of the finance committee; shall keep full and accurate accounts of receipts and disbursements in corporate books; shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated from time to time; disburse the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements; and perform such other duties as are given to him by these By-Laws or as from time to time are assigned to him by the Board for President.

## **Section 8. Committees**

The Board of Directors by resolution adopted by a majority of the directors may designate such standing and special committees as may be necessary from time to time and such committees shall serve at the pleasure of the Board of Directors.

## **Section 9 Business Regulations**

The annual accounting period and the tax year of this corporation shall be the calendar year ending December 31st as defined in the Internal Revenue Code of 1986.

### **Section 9.1 Deposits**

Deposits of this organization shall be kept in such financial institutions as the Board of Directors may designate.

### **Section 9.2 Checks and Instruments Representing Debts of the Corporation**

All checks, drafts or other orders for 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 the Board of Directors.

### **Section 9.3 Contracts**

Contracts of this corporation shall be authorized by the Board of Directors before they shall be executed. Contracts so authorized shall be executed by any two officers of the corporation.

### **Section 9.4 Indemnification/Liability**

Each officer and director of the corporation shall have full rights to indemnification, as well as limited liability for all acts or failures to act as set forth in Chapter 181, Wisconsin Statutes, or any future amendment thereof.

### **Section 9.5 Corporate Seal**

The use of the corporate seal is not necessary.

### **Section 10 Corporate Books and Records**

The corporation shall make available to members of the public upon written request copies of the application filed with all state and federal taxing authorities (including the Internal Revenue Service) for tax exempt status as well as all annual information returns filed with same and any other information as is or as may be requested to provide under Section 6104 Internal Revenue Code of 1986, as amended, and any successor statute.

### **Section 11 Amendment of By-Laws**

These By-Laws may be amended by the Board of Directors at any regular or special meeting of the Board of Directors by a vote of two-thirds of the Directors, provided that previous notice of such proposed amendment(s) shall have been given in the call for said meeting. Further provided, however, that no amendment to Article II relating to the purpose of this organization shall be passed unless the same complies with the tax laws governing the eligibility of charitable organizations.

### **Section 12. Effective Date of By-Laws**

These By-Laws become effective immediately upon adoption by the Board of Directors for this corporation.

Approved and adopted by corporate resolution this \_\_\_ day of \_\_\_\_\_, 2009.

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Sara Seegers, Secretary