BYLAWS
IRON COUNTY OUTDOOR RECREATION ENTHUSIASTS

ARTICLE I

Section 1. The name of the organization shall by Iron County Outdoor Recreation Enthusiasts, here in after referred to as ICORE.

Section 2. The registered office shall be located within the State of Wisconsin at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Wisconsin. The board of directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Wisconsin Department of Financial Institutions.

Section 3. ICORE is a group of silent sports enthusiasts promoting the responsible use of land and water open to the public for the enjoyment of all with the following goals:

- Promote non-motorized recreational activities on land and water.
- Enhance and expand silent outdoor recreational opportunities.
- Provide opportunities for volunteers to help support recreational development and maintenance on both land and water.
- Obtain grant monies to help finance the organizational purpose.

Section 4. ICORE and all members acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 5. ICORE is organized under the provisions of Section 501(c)(3) of the Internal Revenue Code, and shall be operated in accordance with Section 501(c)(3), such that ICORE shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

ARTICLE II – MEMBERSHIP

Section 1. Qualifications. Any person who subscribes to the purposes for which ICORE was formed shall be eligible for membership to ICORE.

Section 2. Applications. Applications for membership shall be in writing signed by the applicant on forms provided by ICORE. Such applications shall constitute the applicant's agreement to accept and be bound by the Articles of Incorporation and the Bylaws presently or hereinafter adopted by ICORE. Applicant shall pay to

ICORE a sum equivalent to the annual membership dues applicable to the category of membership for which application is made and for which applicant is eligible. Applicant's membership shall commence on the day of the month in which the completed application, including the payment of dues, is received by the principal office. Memberships shall expire at the end of the fiscal year regardless of when the applicant's membership has commenced. Membership dues are set by, and subject to change, based on the decision of the Board of Directors.

Sections 3. Termination of Membership. Any member's membership in ICORE shall automatically terminate in the event such member shall fail to pay annual membership upon expiration of existing membership.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The business, property, and those affairs of ICORE not delegated by these Bylaws shall be managed and controlled by a Board of Directors.

Section 2. The Board of Directors shall be elected by the membership and shall consist of no fewer than three (3) non-officer members and the officers pursuant to Article IV, section 1 and no more than eleven members. Each non-officer Director shall serve a two-year term, with Directors' terms staggered at the initial election to provide for continuity. To be eligible to serve on the Board of Directors a candidate must be an ICORE member in good standing and have a demonstrated interest in the mission of ICORE.

Section 3. The Board of Directors shall meet regularly, but no less than 4 times per year. Upon notice, the meetings of the Board of Directors may be conducted electronically. The Board of Directors may also act by email vote, provided all members of the Board of Directors are permitted the opportunity to participate and all votes are shown to all Directors and reported in the minutes of the Board of Directors.

Section 4. A simple majority of the members of the Board of Directors shall constitute a quorum and a simple majority vote of those present is required to approve any official action.

Section 5. Special meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication.

Section 6. If a director is unable to serve for any reason or if a director is appointed to fill a vacant officer position, the vacant director position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of ICORE members or at a special meeting called for this purpose.

ARTICLE IV – OFFICERS AND DUTIES

Section 1. The officers of ICORE shall be President, Vice President, Secretary and Treasurer, all of whom shall be voting members of the Board of Directors. All officers must be members in good standing of ICORE. No person shall hold more than one (1) office at any time, except for the offices of Secretary and Treasurer. The officers shall be chosen and elected by the membership at the annual membership meeting.

Section 2. The President shall serve as general executive officer and shall appoint the chairs of all ICORE committees. The President shall oversee all activities of ICORE and preside at all membership board meetings.

Section 3. The Vice President shall assume the duties of the President if the President is absent or unable to perform the President's duties. The Vice President shall perform the duties assigned by the Board of Directors and the President.

Section 4. The Treasurer shall have custody of all funds and property of ICORE. When necessary or proper, the Treasurer shall endorse for collection on behalf of ICORE, all checks, notes, drafts and electronic credits and transfers and shall deposit same and all other revenues to the credit of ICORE in such bank or banks as the Board of Directors designates. All checks for the disbursement of funds of ICORE above $200.00 shall be signed by the Treasurer and one other member of the board. The Board of Directors may impose such alternate authority or limitations of authority to execute contracts, sign checks or use other forms of payment as the Board of Directors deems appropriate and may require that the Treasurer by bonded. The Treasurer shall also:

A. Keep full and accurate accounts of monies received and paid on account of ICORE, give a financial report at each meeting of the Board of Directors, and whenever required by the Board of Directors, render a statement of ICORE's accounts and report to the membership.
B. The Treasurer will also make all necessary filings with the Internal Revenue Service and state and local authorities.
C. Upon request, permit access to ICORE's books, records and accounts by any ICORE Officer or Director.

Section 5. The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership and keep an accurate and current record of ICORE memberships. The Secretary shall send all required notices to members of ICORE, as required by these bylaws or otherwise. Notice may be in writing or by electronic communication. The Secretary shall also maintain the correspondence of ICORE. With the President, the Secretary shall sign and execute, in the name of ICORE, all contracts, agreements and other obligations of ICORE as required by law or authorized by the Board of Directors.

ARTICLE V – ELECTION, TERM, VACANCY

Section 1. The ICORE officers shall be elected for two-year terms or until their successor has taken office. There are no consecutive term limitations.

Section 2. In the event of a vacancy in any office, the Board of Directors may appoint an individual to serve until the next regularly scheduled election.

Section 3. A plurality vote of those ICORE members in good standing present at the annual business meeting will be sufficient to elect all officers and directors. Members in good standing at the annual business meeting, held in October, shall be defined as those members who have paid their dues at or before the meeting.

Section 4. Names of nominees for the Board of Directors shall be submitted by ICORE's nominating committee prior to the Annual Meeting. Names of additional nominees may be submitted by ICORE members during the annual meeting. The election of the Board of Directors shall require the approval of a plurality of the members present and voting at such meeting.

ARTICLE VI - COMMITTEES

Section 1. ICORE may establish standing committees, whose members shall be appointed by the chair of each committee:

A. Public Relations: This committee is responsible for all public relations, education and advocacy including the chapter website and newsletter, and social networking sites.

B. Membership: This committee is responsible for membership services and efforts to recruit and retain members.

C. Projects: This committee is responsible for activities and projects that directly support ICORE's agenda.

D. Financial Development. This committee is responsible for fundraising.

E. Nominating Committee: This committee is responsible for submitting nominees for election at the annual meeting.

F. The Board of Directors may establish additional committees as needed.

Section 2. Each committee shall establish its own agenda consistent with these bylaws and the direction, and mission of ICORE and shall report to the Board of Directors at least quarterly.

ARTICLE VII – ANNUAL AND SPECIAL MEETINGS

Section 1. Robert's Rules of Order will prevail at all meetings.

Section 2. The annual meeting schedule will be held in October of each year on a date to be determined by the Board of Directors. The annual meeting of ICORE shall review the past year's activities and outline the ensuing year's programs.

Section 3. A majority of members of ICORE, present and in person at a duly called meeting shall constitute a quorum for all purposes.

Section 4. The President, with input from members and advisory staff, shall develop the agenda for all regular meetings of ICORE.

Section 5. A majority of votes cast at any meeting shall by decisive of any motion or election provided a quorum of at least ½ of the Board of Officers are present. Each representative shall be one (1) vote.

ARTICL VIII – AMENDMENTS

Section 1. These bylaws may be amended at any Annual Meeting or Special Meeting called for the purpose of amending the bylaws if at least 10% of ICORE members are present. Amendment of the bylaws shall require a two-thirds vote of those present and voting. Only current members of ICORE shall be permitted to vote. All proposed amendments to the Bylaws shall require at least 30 days notice to the members, with the notice specifying the proposed amendment.

ARTICLE IX – FUNDING

Section 1. The Board of Directors may authorize representatives or advisory staff to investigate, apply for and accept grant funding or corporate or community donations to conduct the business of ICORE.

ARTICLE X – FISCAL YEAR

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

ARTICLE XI – DISSOLUTION OF ICORE

Section 1. A call for a vote of dissolution of the Iron County Outdoor Recreation Enthusiasts may be made at a special meeting called for the purpose of dissolving ICORE if a majority of ICORE members are present. Dissolution of ICORE shall

require a two/thirds vote of those present and voting. Only current ICORE members will be permitted to vote.

Section 2. In the event of dissolution, all assets of ICORE shall be liquidated and the proceeds used to pay any and all outstanding debts of ICORE. In the event of an excess of assets after payment of debts, all remaining assets will be disbursed to a community organization that has a current 501(c)(3) designation in place at the time of the dissolution, to be determined by the directors.

Adopted this 27th day of January 2016.
Revision: May 18, 2016. [Removed line for Secretary signature.]
Revision: April 25, 2023. [Increased maximum Board size to 8 members.]
Revision: October 20, 2026. [Increased maximum Board size to 11 members.]