

Michigan Snowmobile Association, Inc.
AMENDED & RESTATED BYLAWS
Adopted on 10 October 2015

ARTICLE I – NAME, PURPOSE, AND FISCAL YEAR

- Section 1.** The name of this non-profit association, organized under and within the laws of the State of Michigan shall be the Michigan Snowmobile Association, hereafter, (“The Association”).
- (a). The “Association” referred to in these by-laws is the Michigan Snowmobile Association, Inc.
- Section 2.** This Association is organized for educational and charitable purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended, which purposes shall include without limitation:
- (a). To lend support to any and all non-profit snowmobile organizations within the State of Michigan when it is requested, as long as it is in the best interest of the Association to do so, and so long as such support does not violate any of the restrictions of the Articles of Incorporation, or the by-laws of the Association.
- (b). To serve the interest of all snowmobile owners within the purview of the purposes of the Association as stated in the Articles of Incorporation.
- (c). To develop a common appreciation, understanding, and knowledge of the sport of snowmobiling in the State of Michigan, and to facilitate the distribution and exchange of information regarding the sport of snowmobiling, safety, general education, and knowledge about the sport, and as such information and knowledge furthers the safety of the sport of snowmobiling for all snowmobile enthusiasts in the State of Michigan, and for the safety of the public in general.
- Section 3.** For these purposes, this Association shall have the power to take and hold, by bequest, device, gift, grant, purchase, lease, or otherwise, any property real or personal, tangible or intangible, or any undivided interest in such property, without limitations as to amount of value, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal, or the income from such property in such manner as, in the judgment of the Directors, will best promote the purpose of the Association without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the bylaws of this Association, or any applicable laws.

- Section 4.** This Association has not been formed for any pecuniary profit or financial gain, and no part of the assets, income, or profit of the Association is distributable to, or may inure to, the benefit of the members, directors, or officers of the Association. No substantial part of the activities of the Association shall be the carrying on, or propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. This Association shall not carry on any activities not permitted to be carried on, (a) by an association exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).
- Section 5.** This Association may engage in any activity within the purposes for which non-profit associations may be organized, under the Non-Profit Association Act of the State of Michigan, being Act 162 of the Public Acts of 1982, as amended.
- Section 6.** The fiscal year of the Association shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December of each year.

ARTICLE II – MEMBERSHIP AND CLASSIFICATION

- Section 1.** Membership in this Association shall consist of eight (8) types: Council, Affiliated Club, Associated Club, Commercial, Individual, Family, Life, and Honorary.
- (a). **Council Membership:** Any parent organization representing the snowmobile clubs and/or business interest organizations within their geographic area of at least one (1) county and not more than five (5) counties, unless otherwise approved by the Board of Directors. This parent organization shall represent at least five (5) separate organized groups, except when otherwise approved by the Board of Directors of this Association.
- (b) **Affiliated Club Membership:** Any snowmobile club that consists of five (5) or more persons, which operates within an organized, approved set of by-laws, and who is an active, paid up member of an approved Association Council.

- (c) **Associated Club Membership:** Any snowmobile club that consists of five (5) or more persons, which operates within an organized, approved set of by-laws, and who is not a member of an Association Council, and is located outside the geographic area of any Association Council.
- (d) **Commercial Membership:** Any business concern which decides to support this Association with its membership and agrees to comply with the bylaws, precepts and ethics of this Association.
- (e) **Individual Membership:** Any person which desires membership, and representation by this Association and agrees to comply with the bylaws, precepts and ethics of this Association.
 - (1). No member shall be permitted to vote in Association business, including elections, unless at, or over the legal Michigan voting age.
- (f) **Family Membership:** Any family body with a maximum of two (2) adults at, or over, the legal Michigan voting age, which desires membership, and representation by this Association, and agrees to comply with the bylaws, precepts and ethics of this Association.
- (g) **Individual Life Membership:** Any individual may become a Life Member by payment of the proper fee to the Association Treasurer. A Life Member shall not be subject to further membership dues, and shall have all the benefits and privileges of any individual membership as long as he/she shall live, and as long as he/she agrees to comply with the bylaws, precepts and ethics of this Association.
- (h) **Honorary Membership:** Any honorary membership may be designated by the Board of Directors of this Association. Honorary members shall not pay dues, shall be without a vote, and shall not be eligible to hold office.

ARTICLE III – MANAGEMENT

Section 1. Management of this Association shall be vested in the Board of Directors.

Section 2. The Board of Directors may, by a two-thirds (2/3) vote of the Directors present at any meeting, terminate the membership of an officer, delegate, director-at-large, or any member upon action determined detrimental to the best interest of the Association.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1.** Member Councils shall be entitled to five (5) delegates with the same number of alternates. The alternates shall not hold office nor sit on the Board of Directors, and may cast a vote only in the absence of the regular delegate which he/she is substituting for. The member council organization shall elect, or appoint, their delegates and submit those delegates names along with annual council dues. Five (5) regular delegates and their alternates names shall be placed on the Association roster for the purposes of voting and holding office.
- Section 2.** Individual, Family, and Life memberships not from a council area, in each Regional District (Region I – Upper Peninsula; Region II – Northern Lower Peninsula; Region III – Southern Lower Peninsula) shall be entitled to three (3) delegates with the same number of alternates. The delegates and alternates shall not be from a member council area, and shall be from separate counties. The alternates shall not hold office nor sit on the Board of Directors, and may cast a vote only in the absence of the regular delegate which he/she is substituting for. Eligible candidates shall follow prescribed procedures for requesting appointment to the Board of Directors, and upon acceptance, shall submit their name and the name of their alternate, to the Association to be placed on the Association roster for the purpose of voting and holding office.
- Section 3.** Commercial and Associated Club memberships in each Regional District (Region I – Upper Peninsula; Region II – Northern Lower Peninsula; Region III – Southern Lower Peninsula) shall be entitled to three (3) delegates with the same number of alternates. The delegates and alternates shall not be from a member council area, and shall be from three (3) separate counties. The alternates shall not hold office nor sit on the Board of Directors, and may cast a vote only in the absence of the regular delegate which he/she is substituting for. Eligible candidates shall follow prescribed procedures for requesting appointment to the Board of Directors, and upon acceptance, shall submit their name and the name of their alternate, to the Association to be placed on the Association roster for the purpose of voting and holding office.
- Section 4.** There shall be a minimum of twelve (12) delegates.
- Section 5.** The Board of Directors shall have the authority to approve a new council and to approve its boundaries.
- (a) When a new council is formed, all Directors-At-Large as defined in Sections 2 & 3 that reside within the new council's boundaries, as approved by the Board of Directors, shall receive notice of such and be granted a grace period until the next annual meeting of this Association to join the new council and apply for continuance as a council delegate as defined in Section 1, and be appointed or elected by that council.

- (b) Directors-At-Large not appointed or elected by the new council shall forfeit their position on the Board of Directors.
- (c) Any Past President of this Association shall have the same privileges as those afforded to Delegates-At-Large, shall be eligible to serve as a delegate on the Board of Directors from the Region where his/her permanent residence exists, and as long as he/she complies with, and adheres to, all provisions set forth in the Association bylaws.

- Section 6.** The Board of Directors may employ whatever personnel they deem necessary, and for which funds are available, to aid in the management of this Association, and may authorize the expenditure of Association funds in any other manner in the proper furtherance of the purpose of this Association.
- Section 7.** Ten percent (10%) of the members of the Board of Directors and/or the Executive Committee shall constitute a quorum for the transaction of Association business.
- Section 8** An Executive Committee shall be established, consisting of all elected Officers, the Immediate Past President, and twelve (12) Directors, selected to act in stead of the Board of Directors. No more than five (5) of these positions (excluding the President and the Immediate Past President) shall be filled from any one Region. (Regions are defined within Section 2 of this Article). Directors shall be selected at the conclusion of the annual meeting by each Region's Directors present. Any Director desiring consideration in this selection, unable to be in attendance during this process, must have a letter of acceptance on file with the Association Secretary prior to the conclusion of the annual meeting and the initiation of the selection process. Vacancies shall be filled by the Executive Committee with delegates from within the Region where the vacancy exists.
- Section 9** All Delegates and their Alternates shall have a current paid and qualified membership in this Association.
- Section 10** Any Director on the Executive Committee missing three (3) consecutive Association meetings without due cause, shall be removed from this Committee. Vacancies shall be filled from the Board of Directors by vote of the Executive Committee with delegates from within the Region where the vacancy exists. Request to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting.
- Section 11** Any Delegate, elected or appointed, under Sections 2 & 3 of Article IV, missing three (3) consecutive Board of Directors meetings without due cause shall be removed from the Board. Vacancies shall be filled in accordance with Article IV of these by-laws. Request to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting.

- (a) Any Delegate, elected or appointed, under Section 1 of Article IV, missing three (3) consecutive Board of Directors meetings without due cause shall be considered ineligible to vote in Association proceedings, and the parent council shall be notified by the Association Secretary. Vacancies shall be filled from eligible candidates by the parent council. Request to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting.

Section 12 All Past Presidents shall be authorized to remain on the Board of Directors and the Executive Committee at the will of the Board, and may perform any and all duties as may be assigned or required, regardless of in which the Past President may reside. When the Past President has elected to serve as a delegate in accordance with Section 5, Sub-section (c) of this Article, he/she shall be held to the same provisions as all other delegates, except the Immediate Past President, whose responsibilities to the Board of Directors and the Executive Committee shall remain unchanged.

- (a) Past Presidents must attend at least two (2) Board of Directors meetings annually to be considered active delegates, and Article IV, Sections 9, 10, & 11, as modified, shall apply for determination of eligibility.

ARTICLE V – OFFICERS

Section 1. The Officers of the Association shall be: President; Vice President; Secretary; and Treasurer. They shall be elected from the current or past members of the Board of Directors by the general membership present at the annual meeting of this Association. These Officers, joined by the Immediate Past President shall constitute the Executive Board of the Association.

Section 2. All Officers shall take office on the first (1st) day of the new fiscal year and shall hold office for the term of one (1) year, or until their successors have been elected and qualified.

Section 3. Term Limits:

- (a) The President and Vice President shall not hold the same office for more than two (2) consecutive terms.
- (b) The Secretary and Treasurer shall not hold the same office for more than eight (8) consecutive terms, however, in the event no candidate is eligible to accept either of these offices, Section 2 of this Article shall continue to apply.

Section 4. The President shall preside over all meetings of this Association; shall appoint such committees as authorized by these bylaws, or the Board of Directors; shall be an ex-officio member of all committees; and shall carry on those other

responsibilities assigned to him/her by these bylaws and by the Board of Directors.

- Section 5.** The Vice President, during the absence or temporary incapacity of the President, shall perform the duties, and have the powers of the President.
- Section 6.** The Secretary shall maintain all the Association records, other than financial, including the minutes of the meetings; the roster of delegate directors and their alternates; and lists of committees and their members; shall cause notices of meetings to be mailed out or issued via electronic means; and discharge all the usual functions of the office as required by these bylaws and the Board of Directors.
- Section 7.** A Treasurer's report shall be prepared for each Board of Directors and Executive Committee meeting; and an annual statement shall be prepared and submitted to an Auditing/Review Committee. The Treasurer shall be bonded.
- Section 8.** All Officers shall have such powers and duties as required by law, and empowered to act in stead of the Executive Committee when acting in whole, and only when it is determined to be of an emergency nature or requiring immediate attention.
- Section 9** The Immediate Past President of this Association shall remain on the Board of Directors and Executive Committee following his/her presidency, with all voting privileges, and shall join the elected officers as a member of the Executive Board.
- Section 10.** Any President or Vice President serving the maximum of two (2) terms, the succeeding officer shall not be a member of the same member organization as the past officer.
- Section 11.** No two (2) Directors from the same member organization shall serve as President and Vice President at the same time.
- Section 12.** Upon the election of the President, the member organization from which the President originated, shall be entitled to fill the term vacated by the election of the President.
- Section 13.** Any elected Officer (President, Vice President, Secretary or Treasurer) missing three (3) consecutive meetings without due cause, shall be removed from office and a successor appointed by the Board of Directors at that meeting. Request to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting.
- Section 14.** In the event of resignation, temporary, or permanent incapacitation of the Vice President; Secretary; or Treasurer, the Board of Directors or the Executive Committee acting accordingly at the next regularly scheduled meeting, may

appoint any current or past Director “pro-tem” to that position until the officer returns to full eligible status, and/or elections are held at the next annual meeting.

- (a) Any Officer may be removed from Office by a two-thirds (2/3) majority vote of the Board of Directors, for non-performance of duties or by activities determined detrimental to the best interests of the Association.

ARTICLE VI – VOTING

Section 1. ELIGIBILITY

- (a) Each Commercial, Affiliated Club, Associated Club Individual, and Life Membership in this Association, with current dues paid, shall be entitled to one (1) vote at the annual meeting, or special meetings of the general membership, called by the Board of Directors in accordance with Article II, Section 1 of these bylaws. Club and Business representatives must have written authorization, on club or business letterhead, to cast his/her clubs, or businesses, vote.
- (b) Each Family membership in this Association, with current dues paid, shall be entitled to two (2) votes at the annual or special meetings of the general membership, called by the Board of Directors. A single ballot will be collected from each of the two (2) adult members at the time of voting.
- (c) Council memberships and Honorary memberships are not entitled to a vote at any Association meetings.
- (d) Voting at the annual, or special, meetings of the general membership shall be accomplished by attending these meetings in person. Proxy votes shall not be allowed.
- (e) Dues must be paid in full before the last day of the month preceding the month in which the annual, or special, meeting is held, to be eligible to vote at these meetings.
- (f) Voting by mail may be permitted in place of a special meeting when approved by two-thirds (2/3) of the delegates present at any scheduled Board of Directors meeting. No voting for any Officer position shall be permitted by mail. The thirty (30) day notice requirement is waived when voting by mail. Return ballots must be postmarked not later than forty-five (45) days after the original mailing.
- (g) Members eligible to cast a ballot in more than one (1) category shall be limited to one (1) vote per type of membership.

- Section 2.** Each qualified delegate in attendance at any Board of Directors meeting shall be entitled to one (1) vote. The qualified alternate to the Board of Directors shall be entitled to one (1) vote only when acting in stead of his or her delegate.
- Section 3. The President shall not vote at any meetings while holding the chair, except if required to break a tie vote.

ARTICLE VII – DUES

- Section 1.** The membership dues for all classifications shall be determined by the Board of Directors.
- Section 2.** Membership and dues shall be for a twelve (12) month period, except Life memberships, beginning on the first day of the month following acceptance of the membership dues and application.
- Section 3.** Membership dues will be based on the needs of the Association, to maintain proper funds to supply the members with the items necessary for a successful Association.
- Section 4.** The Association Treasurer shall deposit all Life membership dues in a special fund called the “Life Membership Fund”. A Board of Trustees, consisting of the elected Officers and the Immediate Past President, shall have custody of the Life Membership Fund, invest it, and reinvest it in Class A Securities, all to the best interest of the Life Membership and the Association. At the beginning of each Association fiscal year, the Board of Trustees shall transfer to the Association treasury, an amount that they determine is necessary to cover the Association’s cost of maintaining these memberships.

ARTICLE VIII – MEETINGS

- Section 1.** The annual meeting of this Association shall be held at a time and place designated by the Board of Directors. Written notice of said annual meeting shall be posted at least thirty (30) days in advance, as well as printed in the Association’s Newsletter, or other publications.
- Section 2.** Special meetings of this Association may be called by the Board of Directors, or by the President, by giving at least thirty (30) days notice of the time, place, and purpose of such meeting.
- Section 3.** The members in attendance shall constitute a quorum at any annual or special meeting of this Association, provided that a majority of the Executive Committee is present.

- (a) If less than a quorum is represented, the Executive Committee shall be empowered to act for the general membership and complete the purpose of these meetings.

Section 4. Meetings of the Board of Directors shall be held at such time and place as may be, from time to time, fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Upon request of the President, or any three (3) delegates, the Secretary shall call a special meeting of the Board of Directors.

Section 5. The Board of Directors shall meet at least two (2) times during the fiscal year, once in the Spring and once in the Fall. A Board of Directors may be placed on the agenda of the annual meeting of the general membership, if deemed necessary for the transaction of Association business. A simple majority shall constitute a quorum at all Board of Directors and Executive Committee meetings.

ARTICLE IX – CONDUCT OF MEETINGS

Section 1. All meetings of this Association shall be conducted under procedures prescribed in Robert’s Rules of Order.

Section 2. The order of business for all meetings, except the annual general membership meeting, shall be: (I) Call to Order; (II) Welcome & Overview (without comments); (III) Roll Call; (IV) Approval of Agenda; (V) Minutes of Previous Meeting; (VI) Treasurer’s Report & Payment of Bills; (VII) Communications; (VIII) Standing Committee Reports (except Trails); (IX) Other Committee Reports; (X) Old Business; (XI) New Business; (XII) Trails & Advisory Committee Reports; (XIII) Public Comment; (XIV) Time & Location of Next Meeting; (XV) Adjournment.

ARTICLE X – COMMITTEES & BOARDS

Section 1. The Standing Committees of this Association shall consist of: (I) Legislation; (II) Trail Coordination; (III) Membership; (IV) Publications.

Section 2. Special Committees may be authorized by the Board of Directors or appointed at the will of the President.

Section 3. The General Membership may serve on any Standing Committee. All members of the Executive Committee will be appointed to a Standing Committee (except Officers) and the Chairperson of each Standing Committee shall be a member of the Executive Committee.

- (a) Past Presidents may serve on any Committee at the will of the President and may serve as Chair of any Committee except Standing Committees,

unless the Past President is an elected member of the Executive Committee. Past Presidents can perform all other duties and/or assignments with approval of the Board of Directors.

- (b) The Chairperson of each Committee will, when necessary, conduct a meeting or his/her Committee at least thirty (30) minutes prior to each Executive Committee and/or Board of Directors meeting.
- (c) Officers shall be considered members of all Committees and shall not chair a Committee, except in the absence of the appointed Chairperson.

ARTICLE XI – ELECTION PROCEDURE

Section 1. Nominations for Officers shall be made at the annual meeting of this Association from the floor, by the membership, as prescribed by these bylaws.

Section 2. For the years subsequent to the initial organization of the Association, a Nominating Committee shall prepare an official ballot for those candidates seeking office.

Section 3. At the annual meeting, a tally committee of at least three (3) members shall be appointed by the Board of Directors, to count the official ballots and announce the names of those elected to office.

- (a) The existing Nominating Committee is charged with this duty.

ARTICLE XII – CONTRIBUTIONS TO OTHER ORGANIZATIONS

Section 1. No money shall be donated to any other organization, charitable or non-profit, by this Association, except under the provisions of Section 2 of this Article.

Section 2. In the event that it becomes necessary that this Association be dissolved for reasons such as non-participation by its members or lack of funds, it shall be the wishes of the remaining, after all sources have been exhausted to continue, that all assets, real and material, be distributed in accordance with Article VII of the Association's Articles of Incorporation.

ARTICLE XIII – AMENDMENTS

Section 1. These bylaws may be amended by a majority vote of the membership at the annual, or at any special meeting of the general membership. The voting may be conducted at such meetings provided notice of such changes to the bylaws are available upon request, at least thirty (30) days prior to such meeting, and/or printed in the Association's Newsletter, and/or other approved publications.

These bylaws may also be amended under the provisions of Article VI, Section 1, Sub-section (f) and Article VIII, Section 3, Sub-section (a), provided proper notification has been provided.

The undersigned, as Secretary of the Association, hereby certifies that these amended and restated bylaws were duly adopted at the annual or special meeting of the general membership of the Association, held on **10 October 2015**, duly called for the purpose of adopting these bylaws, and proper notice was given therefore.

Dan Moore, Acting Secretary