

MAINE SNOWMOBILE ASSOCIATION BY-LAWS
Amended April 22, 2017

ARTICLE I
NAME

Section 1.

The name of the organization shall be the Maine Snowmobile Association hereinafter referred to as the Association.

ARTICLE II
PURPOSE

Section 1.

- A. To educate its members and the general public in the principles of safety in the use of snowmobiles.
- B. To act as a liaison between snowmobile clubs, landowners and the state agencies who are assisting or promoting the sport of snowmobiling.
- C. To promote better understanding between snowmobile owners, and the general public as to the proper use of snowmobiles.
- D. To encourage the use of snowmobiles and the establishment of snowmobile trails in a manner that will result in a minimum effect on the environment.
- E. To promote among all snowmobilers a greater respect for the rights of landowners, and other winter sports enthusiasts.
- F. To encourage among its members an appreciation of the natural and scenic areas of our state and the need to protect them.
- G. To encourage the passing of legislation and regulations in the best interests of both snowmobilers and landowners.
- H. To coordinate the efforts of its members in matters relating to the use and ownership of snowmobiles.

ARTICLE III
MEMBERSHIP

Section 1.

Membership in the Association shall be open to all persons who are snowmobile owners, snowmobile operators, businesses or persons who are interested in the recreational use of snowmobiles and are willing to subscribe to the purposes of the Association as set forth in these by-laws. The membership shall run from October 1st to September 30th of the following year, with the exception of the contributing membership. Membership shall be divided into classes as follows.

A. AFFILIATED CLUBS, ORGANIZATIONS AND MEMBER CLASSES.

Affiliated clubs and organizations are those clubs and organizations that are actively interested in the sport of snowmobiling. All applications for membership must be on an approved membership form and accepted by the Executive Committee. All clubs or organizations shall be 100% MSA affiliated. This does not limit individual memberships.

B. LIFE MEMBERSHIP

A life membership may be purchased by any individual or family. Life membership dues shall be dedicated to the MSA Legacy Fund. All past presidents of the Association shall be non-dues paying life members.

C. SUPPORTING BUSINESS MEMBERS

Businesses who desire to support the Maine Snowmobile Association.

- 1. Supporting Business memberships do not qualify for the following:
 - a. MSA membership count for directors or alternates.
 - b. Member and dependent insurance.

D. CONTRIBUTING MEMBERSHIP

Individuals or families who desire to support the Maine Snowmobile Association with an annual donation to the Association of \$100.00 or more shall be recognized as contributing members. A contributing membership is valid for one year.

E. NON-DISCRIMINATION STATEMENT

Any member, or applicant for membership, shall not be discriminated against on the basis of race, color, religion, sex, sexual orientation, national origin, age or disability.

F. MEMBER CLASSES DUES

All classes of membership dues shall be established by the Board of Directors and are subject to review annually.

G. TERMINATION / SUSPENSION

Note: Committee Chairperson or Co-Chairperson shall hereinafter be referred to as Chair or Co-Chair.

1. Membership may be terminated by the Board of Directors for cause as deemed by the Board of Directors to be prejudicial to the best interests of the Association. Cause for termination must be presented to the member, club or organization charged by certified return receipt and regular mail in writing at least one regularly scheduled meeting prior to the meeting action is to be considered on the complaint. The complaint shall be heard in Executive session by the Executive Committee, unless requested by the charged to have the hearing public. The charged may also request in writing that the entire adjudication process take place by the Executive Committee without referral to the full Board of Directors. The charged against whom the complaint is lodged shall be afforded the opportunity to rebut the complaint to the Executive Committee. After review of all the information the Executive Committee shall vote whether to refer a termination recommendation to the full Board of Directors or whatever action is considered depending on the written request of any of the charged. A two thirds majority vote in the affirmative of Executive Committee members present shall be required for any adjudication to proceed. A two-thirds vote in the affirmative of Directors present at any Board of Directors meeting shall be required for the member's removal. Results of the Executive Committee or Board of Directors vote shall be given the charged in writing. Standing Committee Chair and Co-Chair adjudication shall be the sole responsibility of the Executive Committee.
2. A club or organization's membership shall be reviewed by the Executive Committee for failure to remit the annual dues to the organization, no current membership at the close of the fiscal year or cause as deemed by the Board to be prejudicial to the best interests of the Association. Termination if deemed appropriate shall follow the procedural steps as described in Article III section G subsection 1. Suspension shall be effective at the end of the current fiscal year and unless remedied by the club or organization shall become a termination at the end of the following fiscal year with no further action required by the Association. Lapse of membership shall require reapplying for membership as a new applicant.
3. Suspension or termination shall remove all rights and privileges to the class member/members including the rights to the use of the Association's intellectual property and other materials afforded members in good standing.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1

The policy making and governing body of the Association shall be the Board of Directors. The Board of Directors shall not endorse any political party or candidate for state elective office. The composition of the Board shall be as follows.

- A. All members of the Executive Committee, Club Directors & Alternates and Area Coordinators shall serve on the Board of Directors during their terms of office. Past presidents shall also serve on the Board.
- B. Each affiliated club or organization in good standing shall be entitled to designate Directors and Alternates to the board for a one year term commencing October 1 through September 30th of the following year, based on the number of MSA members from the previous year listed below:

MEMBERSHIP	DIRECTORS	ALTERNATES
1 to 50	1	1
51 to 100	2	2
101 to 150	3	3
151 to 200	4	4
201 to 250	5	5
251 to 300	6	6

These numbers shall increase incrementally as illustrated. Directors and alternates must be members in good standing and certified to in writing, to the Association annually by the club or organization designating said Directors and Alternates. A member may represent only one club as an MSA Director or Alternate.

- C. Officer vacancies may be filled by majority vote of the Board of Directors present and voting at the next regular meeting following their nomination and an interview with the Association President and Executive Vice President.
- D. Only those Directors or alternates present at any meeting shall be entitled to vote. Alternates shall vote only if the club or organization they represent primary Director is absent.
See exception to this By-Law in Article VII Section 1 Subsection F
- E. Directors or Alternates must be a family, or individual member of the Association in good standing.
- F. The Area Coordinators in addition to their duties as members of the Board of Directors, shall assist under the direction of the Regional Vice President with Association activities in their region.

**ARTICLE V
EXECUTIVE COMMITTEE**

Section 1.

- A. The Executive Committee is responsible for the overall active management of the Association for the Board of Directors. Active daily management of the affairs of the Association shall be the responsibility of the Executive Director who shall report to the Board of Directors through the President and/or Executive Vice President. The Executive Committee shall not endorse any political party or candidate for state elective office.
- B. The Executive Committee shall consist of the (11) Association Officers, Committee chairmen and a minimum of three with a maximum of five members from each of the MSA regions, who shall have the title of Regional Director. Past Presidents shall serve as ex-officio members of the Executive Committee.
- C. The Regional Directors, in addition to their duties as members of the Executive Committee shall share, under the direction of the Regional Vice President, the responsibility of all Association activities in their region.
- D. A Regional Director shall be removed from office only for just cause as noted and by the procedure as spelled out in Article III Section 1 Subsection G 1.
- E. Chairs of the following standing committees shall be appointed by the president and ratified by a vote of the Executive Committee no later than the last Executive Committee meeting prior to the beginning of the next fiscal year of the Association. The President shall announce the Committee appointments at the August Board of Directors meeting.

By-Law Review	Hospitality	Finance Fund raising	Legislative	Safety
Membership	Trails	Scholarship	Hall of Fame	
- F. Annually after appointment the Trails Committee Chair shall place in nomination (5) five individuals to serve a term of (1) one year as Trails Regional Vice Chairs who shall report to the Trails Committee Chair. These Vice Chair appointments may be revoked by a simple majority vote by the Executive Board on the recommendation of the Trails Committee Chair. All other Trails Committee appointments and revocations shall be at the sole discretion of the Trails Committee Chair.
- G. The chair of any Standing Committee may be removed from office only for just cause. A Standing Committee Chair or Co-Chair hearing and removal vote shall be the sole responsibility of the Executive Committee and not the full Board of Directors.
- H. The Chair or Co-Chair of standing committees who are not elected members of the Executive Committee shall serve on the Executive Committee during their term as Chair or Co-Chair. They shall be responsible for reporting to the Board of Directors at each monthly meeting and to the Executive Board when no Board of Directors meeting is scheduled.
- I. Attendance at all Executive Committee meetings is expected of all members of that Committee. Attendance may be by conference call when available. Three consecutive absences may be referred to the Executive Committee for review.
- J. The President with the approval of the Executive Committee may appoint the Chair of such special committees as deemed necessary.

ARTICLE VI

OFFICERS

Section 1.

The officers of the Association shall be as follows: President, Executive Vice President, Five Regional Vice Presidents, Secretary, Treasurer, Assistant Treasurer, and appointed Trails Committee Chair. All Officers of the Association must be members in good standing of said Association.

- A. The President shall by rule prepare the agendas and preside at all Executive Committee and Board of Directors meetings, shall be responsible for implementing all decisions made by the Executive Committee or the Board of Directors; and shall be an ex-officio member of all committees. The President shall carry out other duties and responsibilities as may be assigned by the Board of Directors.
- B. The Executive Vice President shall assist the President and shall be responsible for coordinating the activities of the Regional Vice Presidents. He/She shall preside at all meetings in the absence of the President.
- C. The Regional Vice President shall have the responsibility for all Association activities in their respective regions. They shall appoint one or more area coordinators.
- D. The Secretary shall keep the minutes of all Board of Directors and Executive Committee meetings.
- E. The Treasurer shall present at each Directors meeting a financial report showing the monthly income and expenses for the current month and year to date. The Treasurer shall present an annual budget to the Board of Directors at the annual meeting for approval.
- F. The Assistant Treasurer shall assist the Treasurer as requested and shall perform the Treasurers duties in the absence of or inability of the Treasure to carry out the duties of the office.
- G. The appointed Trails Committee Chair shall be responsible for the appointment of all Regional Trails Vice Chairs, trails coordinators, and all other individuals as may be deemed necessary to fulfill the responsibilities of the trails committee.
- H. An Officer may be removed from office only for just cause as noted and according to the steps as outlined in Article III Section 1 Subsection G 1.

ARTICLE VII

MEETINGS

Section 1.

- A. The Executive Committee shall meet monthly at the location of scheduled Directors' meetings and in May, June & July at a location agreed upon by the Executive_Committee members or by conference call.
- B. Directors meetings shall be held (9) nine times per year as indicated below.

August	Central	Region	January	<u>Western</u>	Region
September	Coastal	Region	February	<u>Eastern</u>	Region
October	Augusta		March	Northern	Region
November	TBD	Region (Presidents Night)	April	TBD	Region (Annual Banquet)
December	Augusta	(Super Raffle)			
- 1. If a region declines or is unable to host a Directors meeting the Executive Committee shall assign the meeting to another suitable location.
- 2. The annual meeting and banquet shall be held in April at a suitable location as determined by the Executive Committee.
- 3. All meetings shall be held in locations easily accessed by interstate highway, major routes or town maintained road.
- C. A quorum shall be a minimum of (10) ten Executive committee members present for any Executive Committee meeting and a minimum of (20) twenty Directors present for a Board of Directors meeting.
- D. Parliamentary procedure as specified in "Roberts Rules" shall govern the conduct of all meetings of the Association. All procedural rulings from the chair shall be final.

- E. The Executive Committee or Board of Directors may authorize proxy votes at any of their meetings providing written notice is given each specific Board or Committee member at least two weeks prior to the meeting. Notice may be by publication in the MSA newspaper, mail to affiliated clubs and organizations and e-mail. The proxy shall take such form as provided by the Executive Committee.

Section 2.

Special meetings may be called by the President. A minimum of one week's notice shall be given for any such meeting.

Section 3.

Executive Committee and Board of Directors meetings shall be conducted according to a posted agenda. The completed agendas will be E-Mailed to Executive Committee and Board of Directors members prior to the meetings at which time it shall be considered posted. In order to make a motion or vote at Executive committee meetings of the Association an individual shall be an Executive Committee member_ and at Board of Directors meetings be a Board of Directors member and in the absence of the club Director the Alternate club Director of the same club or organization in good standing. This shall in no way curtail or abolish debate or discussion on any topic or motion during an Executive Committee or Board of Directors meeting by all interested parties.

**Article VIII
EXPENDITURES**

Section 1.

- A. Any non-budgeted expenditure or expenditure that exceeds the budgeted amount must be approved by a vote of the Executive Committee.
- B. The Association shall not be conducted for gain or profit and no part of the net earnings shall incur to the benefit of any member.
- C. It is the goal of the Association to operate at all times under a balanced budget.
- D. The transfer of funds, from one account to another, including the investment or the purchase of CD's shall be done by the Treasurer and /or Assistant Treasurer with the approval of the Executive Committee . No withdrawals or transfer of funds shall be made by any individual other than the Treasurer as pre-approved without the specific approval of the Executive Committee.

**ARTICLE IX
AMENDMENTS**

Section 1.

The Board of Directors shall have the right to amend or revise these By-Laws with the approval of two-third of the Directors who are present at any regular meeting providing that the first reading of the proposed changes shall be done at least one regular meeting in advance of voting on said changes.

**ARTICLE X
ELECTIONS**

Section 1.

- A. The President shall appoint a Nominating Committee who will submit a slate of officers the two meetings prior to the election at the annual meeting. Nominations from the floor will be accepted at the two Directors meetings prior to the election of officers and then the President shall entertain a motion that nominations be closed. No nominations will be allowed at the annual meeting except from the Nominating Committee if a nominee is unable to serve. The Nominating Committee shall consist of at least three and not more than five members.
- B. Officers and Regional Directors who shall be elected by the Board of Directors at the annual meeting are as follows:
- President
 - Executive Vice President
 - Regional Vice President, one from each of the MSA regions
 - Secretary
 - Treasurer
 - Assistant Treasurer
 - Regional Directors, maximum of five from each of the five MSA regions
- C. The terms of all Officers shall commence at the meeting following the annual meeting.

ARTICLE XI
MISCELLANEOUS

1. The Association shall not provide a membership mailing list without the approval of the Directors.
2. The Association shall indemnify any Director, Officer, employee, or other agent of the Association from liability arising out of said person's status or office to the fullest extent authorized under the law.
3. Should the Maine Snowmobile Association, Inc. choose to dissolve, it would be the intent of the Directors of the association that any remaining assets be distributed to the Maine Snowmobile Association Scholarship Fund, Inc. to continue their scholarship program. Should the Scholarship Fund be unable to accept any of the assets, it would be the intent of the Directors that the assets be distributed to the Recreational Safety Program of the Maine Department of Inland Fisheries & Wildlife.