

**TROY SNOWMOBILE CLUB, INC.**  
**BYLAWS**

I. NAME, PURPOSE AND OFFICE

- a. Name: The name of the corporation shall be the Troy Snowmobile Club, Inc., a non profit organization.
- b. Purpose:  
To ensure the interest of "**all**" members is put forward as a united voice, with special emphasis on maintaining the freedom of "**playground**" snowmobiling in areas such as Kootenai National Forest & surrounding National Forests. This includes emphasis on snowmobile safety  
(<http://www.fwp.mt.gov/recreation/safety/snowAndIce/snowmobiles.html>), and snowmobile ethics (<http://www.fwp.mt.gov/recreation/ethics/snowmobile.html>). In addition, the Montana Fish, Wildlife and Parks website (<http://www.fwp.mt.gov/recreation/activities/snowmobiling.html>) contains "The Sledder's Pledge for all riders to uphold.
- c. Office: The registered office of the corporation shall be located at 2621 Bull Lake Road, P.O. Box 1002, Troy MT 59935.
- d. The Bylaws of this corporation shall be developed by resolutions presented and acted upon at the annual meeting held each March.
  - i. Proposed amendments to the Bylaws shall be submitted to the Executive Committee 30 days prior to the annual corporation March meeting. These amendments shall then be presented to the membership at the March meeting, discussed and voted on by the Members in Good Standing. Bylaw amendments must be passed by the affirmative vote of a majority of the Members in Good Standing present at the annual meeting.
- e. Books and Records: The Corporation shall keep correct, complete books and records of account and shall also keep minutes of the proceedings of its members and its Board of Directors. All books and records of the corporation may be inspected by the public at any reasonable time.

II. MEMBERSHIP

- a. Membership is open and encouraged for all individuals (age 18 or older) who are interested in the Club activities and objectives. Membership is particularly aimed at residents of the Troy Community (Troy, Bull Lake, the Yaak Areas). Membership shall not be affected by race, color, creed or national origin. Membership types:
  1. Individual Membership shall consist of any person age 18 or older who is interested in the objectives of this association.
  2. Family Membership shall consist of an individual and any legal dependents (children under the age of 18).
  3. Business Membership shall consist of any manufacturer, retailer, or distributor of snowmobiles, related equipment or accessories.
  4. Honorary membership may be conferred by the Board of Directors to any former officer of this Club and to such persons who, by their act or position, have shown an outstanding interest in this Club and have contributed to its betterment.
  5. Associate Membership shall be any non-related business or organization interested in the objectives of this association.
  6. Honorary life membership for outstanding service may be conferred by the Board of Directors.
- b. Classes of Members: The Club shall have two classes of members. One class shall be entitled Members in Good Standing. The other class would be General Members. In

order to be considered a member in Good Standing, a member must have paid his/her annual dues for the year and must have attended at least three Board Club meetings within the past twelve months. All members are expected to support Club activities and events.

- c. Voting Rights: Each Member in Good Standing (ages 18 and over) shall be entitled to one vote on each matter submitted to a vote of the Members.
- d. Termination of Membership: The Board of Directors (The Board), by affirmative vote of two-thirds of all members of The Board, may suspend or expel a member for good and sufficient cause after an appropriate hearing. Such member shall be given seven days notice by a club officer that the member may be heard at such a meeting. Good cause shall include, but not be limited to commission of a crime or the commission of actions contrary and detrimental to the purposes of the corporation.
- e. Reinstatement: Upon the written request of a former member, The Board may, by the affirmative vote of two-thirds of the members of The Board, reinstate the membership of a former member, whose membership was involuntarily terminated.
- f. Dues: Each member shall pay the annual dues as established by The Board. Membership cards shall not be issued without full payment of dues. Membership is available to all those supporting the "Purpose" as outlined in I.b. All memberships start on December 1<sup>st</sup> of each year and expire on November 30<sup>th</sup> of the following year. The membership cards will read Jan XXXX to Dec XXXX. Dues for individual memberships shall be \$10 and family \$20. Changes in the annual dues shall be recommended by The Board after review of the financial obligations of the corporation and shall be voted on by The members at the next regularly scheduled meeting. A member may resign at any time upon written notice to any Board member.

### III. MEETINGS OF MEMBERS

- a. Annual Meeting: An annual meeting of the Members shall be held each March for the purpose of electing members to The Board, for reporting prior year's accomplishments and for the transaction of other such business as may come before the meeting.
- b. Special Meetings: Special meetings of the Members may be called by The Board. These meetings may be held in conjunction with or separately from the meetings of The Board.
- c. Conduct of Meetings: All meetings shall be conducted by the officers of the corporation pursuant to Robert's Rules of Order, current edition. There shall be no alcoholic beverages consumed during the meetings.
- d. Notice of Meetings: Notice of the Annual Meeting and any Special Meetings will be posted on [www.troysnowmobileclub.org](http://www.troysnowmobileclub.org) website at least 5 days prior to the meeting. Primary method of communications shall be the club website, supplemented by email and telephone.
- e. Quorum: When at least 20% (minimum of 5) of the Members in Good Standing are in attendance at a meeting, then a quorum shall be present for voting purposes.
- f. Power of Membership Positions: The Board shall respect and abide by the positions taken by the Members at The Annual and special Membership meetings. Unless, The Board reasonably believes that such positions are contrary to the provisions of the Articles of Incorporation, contrary to the Bylaws of the corporation, are in violation of local, state or federal law or would subject the corporation, the members, or The Board to civil or criminal liability.

### IV. THE BOARD OF DIRECTORS

- a. Corporation Management: The Corporation shall be managed by a Board of Directors (The Board). The Board may adopt such rules and regulations, not inconsistent with the

- Articles of Incorporation, the Bylaws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the corporation.
- b. Number of Directors: The number of Directors of the corporation shall be no more than nine. Each member of The Board shall be entitled to vote on all motions, resolutions, and other matters coming before The Board. The President shall only vote in a tie vote by The Board.
  - c. Residency: Directors of the corporation shall be legal residents of the Troy area (Troy, Bull Lake or the Yaak Areas). All elected officials shall be Members in Good Standing.
  - d. Terms of Office: The term of office for Members of The Board shall be two years. The election of Directors will take place at the Annual Meeting held in March.
  - e. Reimbursement: Board members shall not receive salaries for their services. Expenses incurred by The Board or by other Members while doing work for the club and pre-approved by The Board, may be submitted to the Secretary-Treasurer for payment consideration.
  - f. Removal: Any Director may be removed by a majority vote of The Board for failure to attend meetings or to carry out the responsibilities and duties of his/her directorship. Such action shall be initiated by resolution made and seconded at a regular meeting of The Board. By direction of the President, a copy of the resolution shall be mailed to the affected member at least seven days prior to the meeting at which the resolution is to be voted upon. The vote shall be by secret ballot.
  - g. Attendance at Meetings: Any member of The Board who misses 50% of the regularly scheduled meetings during the course of a year may be released from The Board. The unexpired term will be filled by the vote of the Membership in Good Standing. The Board may fill the vacant position on an interim basis.
  - h. Vacancies: Any vacancy occurring on The Board by reason of resignation, removal, or otherwise, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the Membership in Good Standing. Such vacancy may be filled on an interim basis by The Board.
  - i. Resignation: Any Director may resign at any time by submitting a letter of resignation to the President of The Board. The effective date of the resignation shall be the time it is received or at the time designated in the resignation letter.
  - j. Powers of the Board: The Board of Directors may adopt resolutions for the regulation and management of the affairs of the corporation not inconsistent with the law, the Articles of Incorporation or these Bylaws. Included among The Board's powers are the following: The Board may enter into contracts to own, acquire and maintain equipment; to construct, erect and maintain buildings; to borrow money and contract debts. All, according to the best judgment of the Directors in consultation with the membership.
  - k. The Board of Directors will abide by the Conflict of Interest Policy, as outlined in Addendum I.

## V. MEETINGS OF THE BOARD OF DIRECTORS

- a. Monthly Meetings: The Board of Directors may meet once a month, unless otherwise decided by The Board. These meetings may be held in conjunction with Membership Meetings. They shall hold at least six regularly scheduled monthly meetings during the course of each year. The Secretary/Treasurer shall keep a record of its proceedings. These minutes shall be read at the next regular meeting of The Board. It shall make its own rules as to times and places of meetings. A special meeting of The Board may be called at any time by the President or by a majority of The Board.
- b. Notice of Meetings: Notice of The Board /club meetings will be posted on [www.troynowmobileclub.org](http://www.troynowmobileclub.org) website at least 5 days prior to the meeting. Primary

method or communications shall be the club website, supplemented by email and telephone, at the direction of the Secretary/Treasurer or President. Special Meetings require two days notice.

- c. Quorum: A simple majority of The Board constitutes a quorum. The act of a majority of The Board present at a meeting at which a quorum is present shall be the act of The Board, unless the act of a greater number is required by law or by these Bylaws.
- d. Action Required by Law: Any action required by law may be taken without a meeting of The Board if, consent in writing, setting forth the action to be so taken, shall be signed by all the Directors.
- e. Special Meeting Waiver: Notice of meetings as above outlined may be waived if such written waiver is signed by all members of The Board.
- f. Agenda for Board Meetings: The business of all regular meetings of The Board shall be transacted as far as practical in the following order:
  - i. Open of the meeting and welcome
  - ii. Roll call of Board Members
  - iii. Reading and approval of minutes
  - iv. Treasurers report
  - v. Report of officers and/or committees
  - vi. Unfinished business
  - vii. New Business
  - viii. Member / Community input
  - ix. Adjournment

## VI. ELECTIONS

- a. Elections for Directors: Elections for Directors shall be held in March of each year. Candidates may be submitted by The Board or from Members in Good Standing. Members of The Board shall be elected by Members in Good Standing. All Directors may vote even though one or more of them may be running for a position on The Board. Present members of The Board shall yield their seats to the newly selected members immediately following the election. Tie votes shall be broken by a coin flip.
- b. Staggering of Vacant Positions: For the purpose of ensuring stability and continuity in the organization, the number of Board positions to become vacant each year shall be staggered so that there will be only 50% of the Director positions elected on each year.

## VII. OFFICERS

- a. Officers of the Corporation: The officers of the corporation shall be a President, a Vice President and a Secretary/Treasurer. These officers shall be selected from The Board by The Board at the Annual General Meeting in March. Each officer shall hold office until a successor has been duly elected and qualified. Nominees must approve their nomination.
- b. Eligibility for Office: No club member shall be eligible for office unless he/she has been a Member in Good Standing for at least one year immediately preceding his/her election and must continue in Good standing to remain in office. A member must be at least 18 years of age to hold office.
- c. Removal of Officers: Any officer may be removed by a two-thirds majority of The Board whenever in their judgment; the best interests of the corporation would be served thereby. This includes failure to support the objectives outlined in I.b.
- d. Vacancies: A vacancy in any office because of death, resignation, removal, disqualifications, or otherwise may be filled by a majority vote of The Board for the unexpired portion of the term.
- e. Duties of the President: The President shall be the principle executive officer of the corporation and shall generally supervise and control all of the business and affairs of

the corporation. He/she shall preside at all meetings of The Board and the members. He/she may sign, along with another officer of the corporation authorized by The Board, any bonds, contracts, or other instruments which The Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by The Board, these Bylaws, or statute to some other officer or agent of the corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by The Board from time to time.

- f. Duties of the Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, he/she shall have all the powers of and is subject to all the restrictions upon the President. The Vice President shall perform the role of parliamentarian at all Board and Member meetings. In his/her absence, the President shall select another Board member to fill that position. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by The Board.
- g. Duties of the Secretary/Treasurer: The Secretary/Treasurer shall be responsible for: Keeping the minutes of the meetings of The Board and the members in one or more books provided for that purpose; Seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; Being custodian of the corporate records in accordance with the provisions of the Bylaws; Keeping charge and custody of and being responsible for all funds and official documents of the corporation; Receiving and giving receipts for monies due and payable to the corporation from any source whatsoever, and depositing all such monies in the name of the corporation in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws, except in cases where the signing and execution thereof shall be expressly delegated by The Board, by these Bylaws or by statute to some other officer or agent of the corporation. Performing all duties incident to the office of Secretary/Treasurer and such other duties as may be assigned to him/her by the President or The Board. Minutes and Treasurers Report will be prepared for each meeting.

#### VIII. Committees

- a. Duties of the Committees: All committees shall perform the duties that were assigned to them in a timely manner. The committee will report to The Board which shall accept, reject, or modify the committee recommendations.
- b. Standing Committees: Standing committees of the corporation shall include the Executive Committee.
- c. Committee Selection: The members of all committees, except the standing committees, shall be appointed by the chairperson of the committee, with the approval of The Board. The members and chairperson of the standing committees, except the Executive Committee, shall be selected by the President, with the approval of The Board. The chairperson of all non-standing committees shall be selected by the President.
- d. The Executive Committee: The Executive Committee shall consist of the President, the Vice President and Secretary/Treasurer.
- e. The Executive Committee shall have and exercise the authority of The Board and the management of corporation business between Board meetings. Such committee shall not, however, have authority to amend, alter or repeal the Bylaws; to elect, appoint or remove any member of such committee or any Board member or Officer or the corporation; to amend the Articles of Incorporation; to authorize the sale, lease exchange or mortgage of significant portions of the property or assets of the corporation; to authorize the voluntary dissolution of the corporation; or to amend, alter or repeal any resolution of The Board. The delegation of authority to the Executive

Committee shall not relieve The Board, or any individual Board member thereof, of any responsibility imposed upon her/him by law. The executive committee shall report any actions at regularly scheduled Board meetings and the next member meeting. The Executive Committee, acting in good faith, shall be indemnified by the corporation for any and all claims advanced against them in connection with actions taken on behalf of the corporation. Such indemnity shall extend to the heirs, executors or estate of a person so indemnified.

- f. Committee Member Dismissal: Members of committees may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the corporation shall be served by such removal.
- g. Committee Quorum: Unless otherwise provided in the resolution of The Board designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- h. Committee Vacancies: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original committee.
- i. Committee Meetings: Except in the case of an emergency, at least five days oral or written notice shall be given of all committee meetings.
- j. Special Committees: Special committees shall be deemed dissolved when the purpose of their creation has been satisfied.

#### IX. FINANCES

- a. All bank accounts shall be in the name of the corporation and in banks designated by The Board. All payments from such funds shall be made by checks signed by any two of the following three persons: The President, the Vice President and the Secretary/Treasurer. In case two of the three named above are unavailable, another member of The Board may be designated to sign checks or other documents as required.
- b. All requests for monies for donations outside the organization must be presented in writing and itemized before presentation on the agenda at a regular scheduled meeting. The Board will review and present their recommendations to the membership at the meeting.
- c. The Executive Committee has the authority to disperse funds less than \$250
- d. Transactions between \$250 and \$1000 must be approved by a simple majority vote of The Board with notification to the membership on the website and at the next member meeting.
- e. Expenses totaling over \$1000 must be approved by The Board and membership. Repair expenditures for the Groomer during the snowmobile season exceeding \$1000 must be voted on and approved by The Board with notification to the membership on the website and at the next member meeting.
- f. Expense advances up to two hundred (200) dollars may be approved by the Secretary/Treasurer. Expenses so incurred must be properly accounted for with receipts within two (2) weeks of occurrence.
- g. Arrears: The Annual Membership Fees for the club are due on or before December 1 of each year. Any member who has been notified, and has not paid the fees by that time, shall be given a grace period of no longer than thirty (30) days to do so. Grace Period: During the Grace Period, the Membership Committee shall give one (1) more notification, encouraging the member to pay his/her Annual Membership Fees. After the thirty (30) days Grace Period, the member will be stricken from the Troy Snowmobile Club Inc. Register.

h. Loans, Lines of Credit, over \$1000, to cover Approved Grants, or Major Purchases, must be approved by a majority vote of the Board, with a timeline for prompt repayment.

X. AGENTS

- a. The selection of officers, agents, employees, attorneys, accountants, and fiscal agents of the corporation by The Board or any committee designated to do shall be based upon the relative qualifications and capabilities of such individuals, as well as their moral, physical and health qualities.

XI. DISSOLUTION

- a. Two-thirds of the votes cast or a majority of The Board, whichever is less, must authorize the dissolution and prepare Articles of Dissolution. The Board must give written notice of the intent to dissolve to the Montana Secretary of State.
- b. In the event of dissolution of the corporation, whether voluntary or involuntary or by operation of the law, all property and/or revenue of the corporation shall be donated, per the Internal Revenue Service Code, to any non-profit snowmobile club or charity organization by a majority vote of The Board.

The undersigned Secretary/Treasury of the Troy Snowmobile Club, Inc. does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors on March 6<sup>th</sup> 2013, and they now constitute the Bylaws of the corporation.

*Andrea Wandler*

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Andrea Wandler  
Secretary/Treasurer