

**SNOMADS INC.**  
**BY-LAWS**  
(Adopted 11-17-2011)

**ARTICLE I – ORGANIZATION**

**Section 1.**

The name of the organization shall be **SNOMADS INC.** (Snomads), a nonprofit organization registered in the State of Alaska as a 501 C4 Corporation.

**Section 2.**

The organization shall have a Corporate Seal.

**Section 3.**

The organization may change its name, by a two thirds majority vote of the membership body.

**ARTICLE II - PURPOSE**

**Section 1.**

The purpose of this organization is to:

- Enjoy outdoor recreation with our families and friends.
- Promote safe and responsible use of snow machines and other Off Road Recreational Vehicles (ORRV's).
- Secure and preserve access to recreational lands for all users.
- Sponsor and support fair laws and regulations concerning all ORRV's.
- Provide safety and survival education and participate in search and rescue efforts.

**ARTICLE III – MEMBERSHIP**

**Section 1.**

Any person residing in the United States of America, who has an interest in snow machines and ORRV'S, shall be eligible for membership in the Snomads. There shall be at least ten (10) members to constitute a Snomads Inc. organization.

## **Section 2.**

Application for membership shall be submitted to the Membership Committee Chairperson in writing and shall be accompanied by the annual dues. Membership in the Snomads consists of three types; Adult Individual, Family and Business. Family memberships are composed of immediate family members only that are living in the household. However, any sibling family member nineteen (19) years of age or older shall have their own individual membership or their own family membership. Any person under the age of eighteen (18) may only join the Snomads with written and signed permission by a parent or legal guardian.

## **Section 3.**

A membership may be terminated by:

- A. Non-payment of dues.
- B. Submittal of resignation in writing to the Secretary of the Snomads. The effective date shall be specified in the notification.
- C. A member may be dismissed because of misconduct. The complaint shall be submitted to the Board of Directors in writing within ten (10) days of the infraction. The member shall have the right to a hearing. A unanimous vote of the Board of Directors is required for a decision to dismiss a member.
- D. Membership in the Snomads is a calendar year, commencing on January 1<sup>st</sup> and expiring on December 31<sup>st</sup>, of that year. Charter Memberships in the Snomads will apply to all members who paid their dues by December 31<sup>st</sup>, 1991.

## **ARTICLE IV – MEETINGS**

### **Section 1.**

The annual membership meeting shall be held no later than November 30<sup>th</sup>, each and every year, except if such day is a legal holiday, in that event, the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these bylaws. The Secretary shall notify, by mail or email, all members in good standing, at their mailing or email address as it appears in the membership roll book. The notice shall have the date, time and place of such annual meeting.

## **Section 2.**

Regular meetings shall be held no less than three times a year. One annual fall meeting which shall be held no later than November 30<sup>th</sup> and two spring meetings, one of which shall be held no later than March 30<sup>th</sup> for nominating officers and board directors and the other to be held no later than April 30<sup>th</sup> for the election of officers and board directors.

## **Section 3.**

The presence of not less than ten (10) percent of its members shall constitute a quorum and shall be necessary to conduct business of this organization; but a lesser number may adjourn the meeting for a period of no more than four (4) weeks from the date scheduled by these bylaws and the Secretary shall notify all those members who were not present at the meeting originally called. A quorum as here-in-before set forth shall be required at any adjourned meeting.

## **Section 4.**

Special meetings of this organization may be called by the President when it is deemed in the best interest of the organization. Notice of such meeting shall be mailed or emailed to all members, at their mailing or email addresses as they appear in the membership roll book, at least fourteen (14) days, but no more than twenty-one (21) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called and state the business to be transacted at such meeting.

## **Section 5.**

At the request of four (4) members of the Board of Directors or ten (10) members of the organization, the President shall cause a special meeting to be called but such a request must be in writing at least twenty one (21) days, but not more than Thirty (30) days, before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting, without the unanimous consent of all present at such meeting.

# **ARTICLE V – VOTING**

## **Section 1.**

At all meetings, except for the election of officers and directors, all votes shall be via voice or show of hands, except that for election of officers, ballots shall be provided. There shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so required, any question may be voted upon in the manner and style provided for election of officers and directors.

An adult individual member may cast one vote per ballot. A family membership may cast up to two (2) votes per ballot. A business membership may appoint up to two (2) persons who may each cast one vote per ballot. No member may cast more than one vote per ballot. New members and renewing members who did not pay dues for the previous membership year are eligible to vote at the second membership meeting they attend subsequent to paying their annual dues.

### **Section 2.**

For any votes by ballot, the Chairperson of such meeting shall immediately, prior to the commencement of balloting, appoint a committee of three (3) who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the Chairperson, the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No Inspector of Election shall be a candidate for office nor shall be a principle party in the question voted upon.

### **Section 3.**

Any motion to overrule a Board of Directors decision shall be voted on at a special meeting. A two-thirds (2/3) majority vote of the members present is necessary to overrule a board decision.

## **ARTICLE VI – ORDER OF BUSINESS**

1. Call to order
2. Roll call
3. Approval of the agenda
4. Approval of the minutes
5. Introduction of guests
6. Reports of committees
7. Reports of officers
8. Old and unfinished business
9. New business
10. Good and welfare
11. Comments from the audience
12. Adjournment

## **ARTICLE VII – BOARD OF DIRECTORS**

### **Section 1.**

The business of this organization shall be managed by a Board of Directors, consisting of nine (9) members and one (1) alternate member, including the officers of this organization. A person must be nineteen (19) years of age or older to serve as an officer on the Board of Directors. No nepotism, i.e. no members of the same immediate family, significant other, or significant family relation, may serve together during the same organizational year on the Board of Directors.

### **Section 2.**

The directors to be chosen for the ensuing year shall be chosen at the April annual meeting of this organization in the same manner and style as the officers of this organization. The first four board positions shall be reserved as one (1) year terms for the Snomads president, vice president, secretary and treasurer. The other five positions shall hold terms as follows: there shall be three (3) board members serving three (3) year terms and two (2) board members serving two (2) year terms. The alternate board member shall serve for one (1) year.

The term year shall commence May 1<sup>st</sup> and end April 30<sup>th</sup>.

### **Section 3.**

The Board of Directors shall have the control of the management of the affairs and business of this organization limited to a ten thousand dollar (\$10,000) commitment to any one purpose and contractual agreements, limited to the club year without a vote of the general membership.

All contractual agreements shall be presented in writing, signed and dated.

The budget for any year shall be presented to the general membership for approval. The Board of Directors shall only make decisions in the name of the organization at a meeting convened by its chairperson after due notice to all the directors of such meeting.

### **Section 4.**

The Board of Directors shall establish policies and procedures for the operation and management of Snomads facilities, equipment, programs and services. These policies and procedures shall accommodate as necessary the requirements of granting and or contracting agencies.

### **Section 5.**

Five (5) members of the Board of Directors shall constitute a quorum and when only a minimum quorum is present, passage of any motion requires a unanimous vote. A meeting of the Board of Directors shall be held regularly each month.

Special Board of Director meetings may be called as the President deems necessary at any time during the year.

### **Section 6.**

Each director shall have one vote and such voting may not be done by proxy. Voting by phone or email may be done as deemed necessary by the President.

### **Section 7.**

Any member of the board who has a financial, personal, or official interest in, or conflict with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item if the board so chooses.

### **Section 8.**

The Board of Directors may make such rules and regulations covering its meetings if determined necessary.

### **Section 9.**

Vacancies in the Board of Directors shall be filled by first seating the alternate to fill the remainder of the vacated term and secondly by a vote of the majority of the remaining members of the Board of Directors for the balance of the term year. In the event of three (3) or more vacancies at the same time, the general membership shall elect new board members at a special meeting. No alternate or appointed board member shall serve as an officer of the organization.

### **Section 10.**

The President of the Snomads by virtue of the office shall be the chairperson of the Board of Directors. The secretary of the Snomads by virtue of the position shall be the secretary of the Board of Directors.

### **Section 11.**

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules, as it may, in its discretion, consider necessary for the best interest of the organization, for this hearing. A directors resignation shall be considered tendered in the event they are absent from four (4) consecutive or a total of seven (7) regular Board of Director meetings during any given term year.

## **ARTICLE VIII – OFFICERS**

### **Section 1.**

The elected officers of Snomads shall consist of a president, vice president, secretary and a treasurer. The election of the officers shall be held at the annual meeting in April and shall precede the election of the remaining directors.

### **Section 2.**

The president shall preside at all membership meetings and by virtue of the office, be chairperson of the Board of Directors, present at each annual meeting of the organization a report of the work of the organization, appoint all committee chairs, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of this organization.

### **Section 3.**

The vice president shall, in the event of the absence or inability of the president to exercise their office, become acting president of the organization with all the rights, privileges and powers as if they had been duly elected president.

### **Section 4.**

The secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, be one of the officers who may sign the checks and drafts of the organization, present to the membership at any meeting any communication which shall be addressed to the secretary of the organization, attend to all correspondence of the

organization and exercise all duties incident to the office of the secretary. The secretary, by virtue of the position, shall be the secretary of the Board of Directors.

**Section 5.**

The treasurer shall have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities with the exception of gaming monies, which are regulated by a state certified member in charge of gaming. The treasurer shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors (of such) meeting and shall exercise all duties incident to the office of treasurer

**Section 6.**

No officer or director shall, for reason of the office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for the duties other than as a director or officer.

**ARTICLE IX – SALARIES**

**Section 1.**

The Board of Directors shall hire and fix the compensation of any and all employees, which they, in their discretion, may determine to be necessary to conduct the business of the organization. However, no immediate family member of an active director or officer will be eligible for employment unless approved by a two-thirds (2/3) majority vote of the members present at a Snomads membership meeting. Members and employees of Snomads may only act in the name of the organization as directed by its board of directors or the general membership.

**ARTICLE X – COMMITTEES**

**Section 1.**

The Board of Directors shall approve all committee members of the organization and their term office shall be for a period of one (1) Club Year or less if sooner terminated by the action of the Board of Directors. The permanent committee shall be:

- A. Membership
- B. Activities

- C. Trails
- D. Rescue
- E. Objectives
- F. Financial Audit
- G. Gaming Committee

## **ARTICLE XI – DUES**

### **Section 1.**

The dues of the Snomads shall be decided by members on a year-by-year basis and shall be payable on or before the 31<sup>st</sup> day of December for the following calendar year.

## **ARTICLE XII - AMENDMENTS**

### **Section 1.**

These by-laws may be revised, altered, amended, repealed or added to at an annual, regular or special meeting of the Snomads by a two-thirds (2/3) majority vote of members present.

### **Section 2.**

Proposed changes shall be submitted in writing by at least ten (10) members that are in good standing in the Snomads at an annual, regular or special meeting, to be reviewed by the board of directors before the proposed changes and the board's recommendations are sent to all members. A written copy of the proposed changes shall be sent by mail or email to all members at least thirty (30) days prior to any meeting at which the changes shall be considered.