

**BY-LAWS**  
**OF**  
**St. Lawrence County Snowmobile Association, Inc.**  
 As Amended and Restated Effective March 13, 2012

P.O. Box 421  
 Canton, New York 13617  
 (315) 265-0898

A corporation governed by the  
 Not-for-Profit Corporation Law of New York

**ARTICLE I**  
**INTRODUCTION**

Section 1. History. St. Lawrence County Snowmobile Association, Inc. (the “Corporation”) was founded in the early 1970's as The St. Lawrence County Snowmobile Association and was incorporated as St. Lawrence Co. Association of Snowmobile Clubs, Inc. on May 21, 1975 at Canton, N.Y. The name of the Corporation was changed several times: to St. Lawrence County Snowmobile Association, Inc. on January 3, 1991, to North Country Volunteer Snowmobilers, Inc. on December 31, 1997 and back to its present name on August 9, 1999. The by-laws were revised in March 1992 and December 1994 and approved at those times. These new by-laws amend and restate the old by-laws of 1994 and 2007, effective as of March 9, 2010

**ARTICLE II**  
**PURPOSES**

Section 1. The purposes of this Corporation include the following:

- (a) To encourage snowmobile enthusiasts, club members and their families, and others to enjoy the winter sport of snowmobiling while promoting friendship and better relations between themselves and public and private landowners;
- (b) To help promote the economic and social areas in St. Lawrence County and surrounding counties as well by emphasizing the growing popularity of this winter activity;
- (c) To respect and obey the laws promulgated by the New York State Department of Conservation, the NYS Office of Parks, Recreation and Historic Preservation, Town and Village Ordinances and any other laws relating to the operation of snowmobiles on private or public land.
- (d) To respect wildlife, their habitat and the environment in which they live by being careful not to disturb or destroy their existence by thoughtless or reckless snowmobile operators.
- (e) To promote the formation of new clubs within the county and to enhance the relationship and coordination between the individual clubs.
- (f) To work with the New York State Snowmobile Association in its ongoing effort to improve the sport of snowmobiling in the state by supporting activities that will enhance the sport.

- (g) To support the maintenance and enhancement of public snowmobile trails in New York State and specifically in St. Lawrence County;
- (h) To increase public awareness of the need for and value of preserving, protecting and managing the natural environment for use by the general public, including snowmobiling;
- (i) To encourage conservation of natural resources, including lands and forests, and to promote multiple uses of our lands and forests by the general public;
- (j) To provide information to the general public about the outdoor activity of snowmobiling, including information about the safe operation of snowmobiles, the safe travel and navigation of lands by means of snowmobiles, and the protection of the environment while using snowmobiles; and,
- (k) To lessen the burdens of government by providing support to governmental authorities having jurisdiction over public safety, the environment, and snowmobiling, including cooperating with governmental agencies to maintain and improve public snowmobile trails.

### ARTICLE III

#### MEMBERSHIP

Section 1. Members. The membership of the Corporation shall consist of: (i) the regular individual members of Local Clubs who are in good standing with their respective Local Clubs and (ii) the regular members of the Corporation who are in good standing with the Corporation. The term “Local Club” means any organization which: (i) has purposes similar to those of the Corporation, as determined in the sole discretion of the Board of Directors of this Corporation, (ii) has written by-laws, other documents and membership lists maintained in good order (iii) collects dues from its members in accordance with NYSSA rules and regulations and timely remits the Corporation’s share to the Corporation; (iv) has its principal place of business in St. Lawrence County, New York, (v) has been recognized and admitted as a Local Club by action of the Corporation’s Board of Directors, using criteria and bases of admission as determined by the Board of Directors from time to time, and (vi) is otherwise in good standing with the Corporation. The ten organizations, which have seats on the Board of Directors of the Corporation on the date of adoption of these by-laws, are deemed to be and to continue as “Local Clubs” upon adoption of these by-laws, without further action by the Board of Directors.

Section 2. Evidence of Membership. Membership in the Corporation shall be evidenced by the inclusion of the Member's name in a list of Members to be maintained under the direction of the Secretary. The Secretary shall be entitled to rely on the latest membership list provided by a Local Club for purposes of determining an individual’s eligibility to be a member of the Corporation. Notwithstanding the foregoing, a membership list which is more than two (2) years old on any date when membership is an issue shall be deemed void, and no member of such Local Club shall be eligible to be a member, to receive notice or to vote. The Board of Directors may direct the President of the Corporation to issue a Certificate of Membership to each Member.

## ARTICLE IV

GENERAL MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the Corporation, for the election of officers, the NYSSA District Director and alternate District Director and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year as the Board of Directors shall determine.

Section 2. Special Meetings. A special meeting may be called by the Executive committee or by petition from 10 members in good standing with the agenda clearly stated in writing. Each affiliated club must be notified in writing at least 10 days before the meeting with a written agenda.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given, personally, by electronic mail, or by mail, not less than 10 or more than 30 days before the date of the meeting, to each Member.

Section 4. Quorum. At each meeting of Members for the transaction of any business, a quorum shall consist of thirty five (35) or one-tenth of the total number of votes entitled to be cast, whichever is lesser.

Section 5. Procedure. The agenda, order of business and all other matters of procedures at regular meetings of members may be determined by the presiding officer.

Section 6. Voting. Each Member in good standing shall be entitled at every meeting to one vote. Each officer of the Corporation, the NYSSA District Director and alternate District Director elected at any meeting of the Members shall be elected by a majority of the votes cast by the Members. All other corporate action to be taken by vote of the Members shall be authorized by a majority of the votes cast. A person who is a member of the Corporation and/or a Local Club shall be entitled to only one vote. A Member may demand a paper ballot or roll call at any time.

Section 7. Reports. The Board of Directors shall present at each annual meeting, a report if possible by an independent public or certified public accountant, showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the Corporation as of the end of twelve-month fiscal period of the Corporation.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

Such report shall be filed with the records of the Corporation and a copy shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. The Corporation shall be managed by a Board of Directors consisting of one delegate from each Local Club, one delegate from St. Lawrence County Snowmobile Association and of all members of the Executive Committee then in office. All delegates must be in good standing with their clubs.

Section 2. Number and Qualifications. Each Local Club shall elect a delegate that will represent the respective Local Club on the Board of Directors of the Corporation. Each such Local Club shall also select an alternate delegate. The St. Lawrence County Snowmobile Association shall elect a delegate and alternate delegate, whom is NOT a member of a Local Club. This delegate and alternate will represent the members at large. All of the directors and delegates shall be at least eighteen (18) years of age.

Section 3. Election and Term of Office.

(a) The Local Clubs should hold delegate elections to the Corporation's Board of Directors prior to the Corporation's Annual Meeting of Members. A Director so elected shall hold office for one year.

(b) SLCSA shall hold delegate elections to the Corporation's Board of Directors at the Corporation's Annual Meeting of the Members. A Director so elected shall hold office for one year.

(c) A director may serve 3 consecutive terms.

Section 4. Vacancies. Vacancies in a delegate seat shall be filled by the alternate designated by such Club, and the Club shall thereupon select another alternate.

Section 5. Resignation. Any director of the Corporation may resign at any time by giving his or her resignation to the president of the Corporation. Such resignation needs to be in writing and shall take effect at the time specified therein.

Section 6. Removal. Any member of the Board of Directors may be removed with or without cause by the affirmative vote of the Board of Directors. Unexcused absence from three regular meetings in any 12-month period shall be cause for removal of any director. However such individual has the right of appeal to the Board of Directors in writing or in person within 30 days.

Section 7. Contracts with Corporation. No member of the Board shall be interested, directly or indirectly, in any contract for furnishing supplies or services to the Corporation, unless authorized by the concurring vote of a majority of the entire Board.

Section 8. Compensation. No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services

actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may fix. Such meetings shall be held at the main office of the corporation, except as otherwise fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or the Vice-President, and must be called by such officer on written request by one-fifth of the entire Board of Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall coincide with the annual meeting of the members.

Section 4. Notice of Meetings. Notice of each special meeting of the Board of Directors stating the time and place there of shall be given by the President, the Vice-President or the Secretary to each member of the Board not less than ten (10) days before the meeting by depositing such notice in the United States mail, by electronic mail or by telephone.

Section 5. Quorum and Action by Board. At all meetings of the Board of Directors a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Board. The vote of a majority of the directors present at the time of a vote, if a quorum is present at such time shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board thereof may be taken without a meeting if 2/3 of the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 8. Duties of Delegates. The duties of each board member who is a delegate shall be: (i) to provide active leadership for the Corporation and its activities; (ii) to serve on the Corporation's Board of Directors and attend all its meetings; (iii) to act as a liaison and prime link for communication between the Corporation and the respective Club he or she represents; (iv) to serve on at least one (1) Corporation standing committee; (v) to be familiar with these by-laws and perform duties in accordance with the by-

laws; (vi) to be present and to assist in the conduct of the Annual Meeting, Special Meetings and Board of Director meetings; and, (vii) to otherwise serve as a regular member of the Board of Directors.

## ARTICLE VII

### OFFICERS/ EXECUTIVE COMMITTEE

#### Section 1. Election of Officers

- (a) Officers. The Members shall annually elect a President, Vice-President, Secretary, Treasurer, and NYSSA District Director. (all such officers hereinafter referred to as the “Executive Committee”) All directors, officers, committee members and other individuals undertaking any activity on behalf of the Corporation must be a Member of the Corporation or a director/delegate of a Local Club. Exceptions may be granted only by majority vote of the Board of Directors.
- (b) Executive Committee. Election of Executive Committee members of the Board of Directors shall be held at the Annual Meeting of Members. An Executive Committee member of the Board of Directors so elected shall hold office for such term beginning on the date of that annual meeting of the Members and until his or her successor has been elected or appointed.

Section 2. Term of Office. Each of the President, Vice-President, Secretary, Treasurer and NYSSA District Director and NYSSA District Director alternate shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next annual meeting of the Members and until their successors have been elected or appointed. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined the Board of Directors and until his or her successor has been elected or appointed. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. However such individual has the right of appeal within 30 days to the board of directors in writing or in person.

Section 3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the President or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective. Such resignation may or may not be refilled.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer.

Section 5. The President. The President shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office

Section 6. The Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and perform such duties as usually pertain to the office.

Section 7. The Secretary. The Secretary shall issue notices of all meetings of directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall perform such other duties as usually pertain to the office.

Section 8. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall perform such other duties as usually pertain to the office.

Section 9. The NYSSA District Director. The NYSSA District Director shall: (i) provide active leadership for the Corporation and its activities; (ii) serve on the Corporation's Board of Directors and attend all its meetings; (iii) act as a liaison and prime link for communication between the Corporation and the NYSSA; and, (iv) be present and to assist in the conduct of the Annual Meeting, Special Meetings and Board of Director meetings. The director must live in the district in order to be elected to the position. An alternate will also be elected to take the place of the NYSSA District Director when necessary.

Section 10. Committees. The President with the recommendation of the Executive Committee shall appoint the following committees if delegates do not otherwise choose a committee to serve on.

- (a) Publicity/ Membership
- (b) Groomer/Equipment
- (c) Trail/Mapping
- (d) Ways and Means
- (e) Ad hoc Committee ie, Nominating and Map Advertising Committee.

Ad hoc committees may be appointed by the President when called for.

Section 11. Officers Holding Two or More Offices. Any two or more offices, except those of President, Secretary, and Treasurer, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 12. Compensation. No officer of the Corporation shall receive, directly or indirectly, salary compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

## **ARTICLE VIII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Right of Indemnification. Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors. Notwithstanding anything to the contrary in this Article, the Corporation shall not provide any indemnification for any liability or expense of the director or officer if providing such indemnification would constitute “self dealing” under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated there under, as such law or regulations may be amended from time to time.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VIII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VIII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or by the Members. To the extent permitted by law, the Board of Directors or the Members shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VIII (a) shall be available with respect to events occurring prior to the adoption of this Article VIII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VIII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer form whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Voting Members, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article VIII shall remain fully enforceable. Any payments made pursuant to this Article VIII shall be made only out of funds legally available therefore.

## ARTICLE IX

### CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be April 1 to March 31 unless otherwise determined by the Board of Directors.

Section 3. Loans to Directors and Officers. The corporation shall make no loans to its directors and officers.

Section 4. Gifts. The Board of Directors or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any Contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of these lawful activities.

## ARTICLE X

### CORPORATE SEAL

Section 1. Form of Seal. The seal of the Corporation shall be in such form as may be determined from time to time by the Board of Directors.

## ARTICLE XI

### AMENDMENTS

Section 1. Procedure for Amending By-Laws. By-Laws of the Corporation may be adopted, amended or repealed only by the Members, by a vote of not less than one-tenth of all the Members of the Corporation, or by thirty five (35), whichever is lesser. Notice of the proposed amendments must be given in written form to all the clubs at least 30 days before a 2/3 vote is required to amend the by-laws.

**Subject to these by-laws, the latest edition of Robert's Rules of order will govern the procedures and conduct of all meetings! The President may appoint a parliamentarian to sit in at all corporate and or board of directors meetings.**