

# **Snowmobile North Dakota Constitution**

## **Article I: Snowmobile North Dakota**

- 1.01 The name of the organization is Snowmobile North Dakota and the official acronym for the organization shall be SND. It shall be incorporated as a nonprofit corporation under the laws of North Dakota.

## **Article II: Offices**

- 2.01 The principal office of the organization shall be in Bismarck, ND.

## **Article III: Purposes**

- 3.01 This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.
- 3.02 Specifically, this organization is organized to:
- a. To promote the development of snowmobile clubs.
  - b. To strengthen existing snowmobile clubs.
  - c. To encourage the development, by snowmobile clubs, of local programs in:
    1. local legislative activity, including relations with legislators, city councilmen, county commissioners, etc;
    2. communication with media, with general public, and with snowmobile clubs;
    3. public relations;
    4. social events;
  - d. To develop programs, on the state level in areas such as:
    1. legislative information;
    2. liaison services with governmental agencies, such as highway patrol, park service, outdoor recreation, game and fish department, and highway department, etc.;
    3. inter-club communications;
    4. Education, including snowmobile driver education programs.
- 3.03 This organization shall not, except to an insubstantial degree, engage in any activities that are not in the furtherance of the purposes stated in this section.
- 3.04 No substantial part of the activities of this organization shall be the carrying on the propaganda, or otherwise attempting to influence legislation, except during a year for which the organization has filed an election pursuant to Section 501 (h) of the Internal Revenue Code of 1954, as amended, in which case the organization may engage in such activities to the extent allowed by such provision, except that in no case may the organization participate in or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for public office.

#### **Article IV: Policy & Dedication of Assets**

- 4.01 The official policy of this organization shall be determined by the Representative Assembly meeting at the annual meeting of the corporation or any special meeting of the assembly. Membership in the Representative Assembly will be made up of the representatives from affiliated clubs or units. The official policy of this organization as determined by the Representative Assembly shall be implemented by the Board of Directors.
- 4.02 The properties and assets of this nonprofit organization are irrevocably dedicated to charitable, scientific and educational purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or trustee of this organization.
- 4.03 Upon the dissolution of the organization, the board of directors shall, after paying or making provision for the payments of all of the liabilities of the organization, dispose of all of the assets of the organization to one or more organizations organized exclusively for charitable, scientific, or educational purposes as shall at the time qualify as exempt organizations under Internal Revenue Code Section 501 (c) (3) (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall determine.

#### **Article V: Members**

- 5.01 There shall be two classes of membership in this organization: affiliated and non-affiliated. Affiliated members belong to Snowmobile North Dakota by joining the organization through a member club. Non-affiliated members belong to Snowmobile North Dakota by submitting application and payment directly to the organization.
- 5.02 There shall be two membership packages offered by the organization which include individual/family memberships and associate/business memberships. Any person or corporation shall be eligible for membership in the appropriate selected membership class upon payment of such dues as may from time to time be fixed by the board and approved by the membership.
- 5.03 Individual/family affiliate (club affiliation) memberships shall be annual. Snowmobile clubs shall make application by submitting individual/family membership lists, including a list of officers, and the necessary dues assessments to the corporation. Individual/family affiliated memberships shall have voting representation at the annual meeting. All voting rights are set forth in Article XV of the Bylaws. Individual/family non-affiliate memberships shall be annual. Non-

affiliate memberships shall make application by submitting a membership application and the necessary dues directly to the organization and they shall have no voting representation at the annual meeting.

- 5.04 Business/Associate affiliate memberships shall be annual, and to become affiliate, snowmobile clubs shall make application by submitting business/associate membership lists and the necessary dues assessments to the corporation. Affiliated business/associate members shall have voting representation at meetings of the members according to the voting rights set forth in Article XV of the Bylaws. Business/Associate non-affiliate memberships shall be annual and can make application by submitting a membership application and the necessary dues to the corporation and shall not have voting representation at the annual meeting.
- 5.05 The membership of any member shall terminate upon the occurrence of any of the following events:
- a. The resignation of the member.
  - b. The failure to pay dues within the time set forth by the Board of Directors.
  - c. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing membership in this organization.
    1. It is impossible to establish a written policy for every possible situation that may arise. The Board of Directors will have final say regarding possible situations that may arise that do not have rules established in a written policy.
- 5.06 No member may transfer for value a membership or any right arising from it. All rights of membership cease on the member's death.
- 5.07 Each club shall be considered one unit. Clubs receive voting representation at the annual meeting, according to the number of affiliate memberships they carry.

## **Article VI: Meetings of Members**

- 6.01 Meetings of the membership shall be held at any place designated by the board of directors. Regular general membership meetings shall be held as established by the board and approved by the membership. One-third (1/3rd) of the eligible voting delegates shall constitute a quorum for the transaction of business at a meeting of the members.
- 6.02 There shall be an annual meeting of the corporation to be held in October or November or some other time during the fourth quarter of the calendar year. With the date and site set by the board of directors, for the purpose of electing officers, establishing policy and conducting the official business of the corporation. The board of directors may fix another date and place for such meeting if the members are notified not less than ten days before the said meeting. One-third (1/3rd) of the

eligible voting delegates shall constitute a quorum for the transaction of business at a meeting of the members.

- 6.03 A special meeting of the members may be called by any of the following:
- a. The board of directors;
  - b. The president; or
  - c. Five percent (5%) or more of the membership provided that in all cases not less than three (3) weeks notice shall be given to all members of such special meeting.
- 6.04 One-third (1/3rd) of the eligible voting delegates shall constitute a quorum for the transaction of business at a meeting of the members. The members present at any duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- 6.05 Any members meeting may be adjourned from time to time by the vote of a majority of the members represented.
- 6.06 Notice of a meeting shall be deemed given to any member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- 6.07 Guests are permitted to attend two meetings without paying dues.

## **Article VII: Directors**

- 7.01 There shall be a total of sixteen Directors; four elected from each of the four geographic regions of the state. The Directors will be elected for two-year terms, provided that two directors from each region are elected annually. All Director positions are eligible for re-election.
- 7.02 The Board of Directors shall meet monthly from November through March as such time and place as shall from time to time be announced by the Board of Directors. Special meetings may be scheduled as needed and called by the President. A majority (half plus one) of the Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.
- 7.03 The business and affairs of this organization shall be conducted, and all the powers shall be exercised, by or under the direction of a Board of Directors. The Directors shall hold voting power on all issues brought before the organization and they shall attend meetings of the Board of Directors.

- 7.04 The Directors shall communicate with the clubs in their respective regions, they shall keep this organization informed about activities in their areas, and they shall make themselves available to service clubs in their areas.
- 7.05 Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:
- a. Select and remove all officers, agents and employees of the organization; prescribe any powers and duties for them that are consistent with the law, and with the bylaws and this constitution; and fix their compensation;
  - b. Change the principal office from one location to another, and designate any place for the holding of any meeting;
  - c. Designate the officers who may act as signatories of the organizations accounts, records, filings and the like.
- 7.06 A vacancy in the Board of Directors can be created by one of the following:
- a. The death, resignation, or removal of any director (s);
  - b. The declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of the court; convicted of a felony; or
  - c. The vote of a majority of the entire Board of Directors to remove a Director.
  - d. The majority of membership voting by secret ballot with the election being held at a regular meeting after all membership have been notified by mail of the pending vote.

### **Article VIII: Officers**

- 8.01 The officers shall consist of the following: President, Vice President, Secretary, and Past President as a Director-at-Large.

Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as President.

The Officers of the organization, except those appointed in accordance with the provisions of section 8.03 of these bylaws, shall be elected by the general membership of the organization as set forth in Section 6.02 of these bylaws. The President, Vice President, and Secretary shall be elected at the annual meeting of the corporation and shall serve for a period of one year. The office of President can be renewed twice for a total of three years. The outgoing President shall serve as Past President upon the completion of his/her presidency and have the right to vote for one year and then this position becomes an elected position serving as Director-at-Large.

- 8.02 These Officers and the Directors mentioned in section 7.01 shall constitute the Board of Directors of the corporation.

- 8.03 The Board of Directors may appoint, and may authorize the President to appoint, any other Officers that the business of the organization may require.
- 8.04 Any Officer may be removed, with cause, by the Board of Directors, at any regular or special meeting of the board.
- 8.05 Any Officer may resign at any time of giving written notice to the Board of Directors.
- 8.06 A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.
- 8.07 The President shall be the Chief Executive Officer of the organization, and as such shall:
- a. Chair all meetings of the Board of Directors.
  - b. Have no power to vote unless in the event of a vote deadlock, shall cast the tie-breaking vote.
  - c. Conduct all regular and special meetings of the corporation.
  - d. Subject to the control of the Board of Directors, generally supervise, direct and control the business and Officers of the organization, and shall have such other powers and duties as shall be prescribed by the board of directors or the bylaws.
  - e. Appoint committees as needed. The President shall also appoint chairpersons of those committees which are not chaired by a specified officer.
  - f. Be an ex-officio member of all committees except the nominating committee.
  - g. Upon the loss of an officer or director before the expiration of his/her term, the President shall have the power to appoint a replacement until the next regular election.
  - h. At or before the regular December meeting each year, appoint a member of the Board of Directors as chairperson plus two additional members to serve as a nominating committee. This committee may at its discretion, appoint up to three additional members to the nominating committee who are not members of the Board of Directors, to serve as additional nominating committee members.
    1. The nominating committee shall report back to the Board of Directors no later than the regular scheduled Board of Directors meeting for October, their selection of (at least) one candidate for each of the elective board offices. Further nominations for office may be made any time prior to the call for a vote on election night of anyone who will state their willingness to serve in the capacity for which they are nominated, or who has, prior to election night, filed with the secretary of the board, a signed, written document so stating.
- 8.08 The Vice President shall:
- a. Assist the president, and assume the duties of the President in the President's absence;
  - b. Shall have the power to vote.

- 8.09 The Secretary shall:
- a. Maintain a record of the proceedings of each meeting of the Board of Directors;
  - b. Keep the official minutes of the meetings;
  - c. Have the power to vote;
  - d. Shall maintain a record of the proceedings of each meeting of the Executive Board, however, shall not have the power to vote during such proceedings.
- 8.10 The Past President (Director-at-Large) shall:
- a. Assist the President in any area the president may see fit;
  - b. Act as a stabilizing influence on the Group, and as ombudspersons for members in matters regarding the general membership or other matters in which such third-party intervention might be helpful in settling a dispute between members or between a member, or members, and the general public;
  - c. Have the power to vote;
  - d. Function in a long range planning capacity for the Group;
  - e. After one year, providing reassumed Presidency, this position becomes an elected position which is elected at the annual meeting.
- 8.11 An Executive Board will be made up of the President and/or Vice President, and one Director from each region, appointed by their respective members in that region. The Executive Board will have the authority to act on matters that pertain to the trail system, unless otherwise given permission by the Board of Directors.
- 8.12 The final budget, contract, and hiring and firing of employees will be brought back to the Board of Directors.

#### **Article IX: Elections**

- 9.01 Elections shall be held at the annual meeting each year. In the event of lack of a quorum, elections shall be held at the next regular Board of Directors meeting at which a quorum of the eligible voting delegates are present and all officers shall serve until such elections, subordinating the provisions of Section 9.02.
- 9.02 Term of office shall be one year, and all officers shall assume their term one month following the election.

#### **Article X: Group Finances**

- 10.01 The fiscal year shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of each year.
- 10.02 Purchasing authority is granted to the Program Director. Non-Trail Association expenditures exceeding \$500 must be approved by the Board of Directors.

#### **Article XI: Rules Determining**

11.01 Roberts Rules of Order, Newly Revised, shall govern the meetings of the Group and shall be the final authority in all matters not covered in these bylaws.

## **Article XII: Records**

12.01 The accounting books, records, articles and bylaws as amended to date, and minutes or proceedings of the Board of Directors and any committee (s) shall be kept at such place or places designated by the Board of Directors. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form. A backup copy of the accounting books will be made monthly and kept by the Program Manager.

12.02 Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and the physical properties of the organization. This inspection by a Director may be made in person or by an agent or attorney authorized by a director, and the right of inspection includes the right to copy and make extracts of documents.

## **Article XIII: Snowmobile North Dakota Geographic Regions**

13.01 Snowmobile North Dakota (SND) shall consist of four geographic regions, with the north-south dividing line running along N.D. Highway 200 from the state's eastern boundary to the Snake Creek embankment, and then following the Missouri River to the Montana border; the east-west dividing line will follow an imaginary line from Hansboro south to Ashley.

13.02 Each region shall have four Directors representing its region at all Board of Director meetings and annual meetings.

## **Article XIV: Open Meetings**

14.01 All meetings of the organization, either Representative Assembly or Board of Directors, shall be open to all interested persons, but voting rights shall be restricted to those duly authorized by this document.

## **Article XV: Voting Delegations**

15.01 The Representative Assembly shall be made up of representatives from snowmobile clubs. At any Representative Assembly meeting, each club will have one vote per 25 affiliate members; specifically, any club of 25 members or less shall have one vote in the Representative Assembly. Please note the following examples, a club with 26 to 50 members shall have two votes, a club having 51 to 75 members shall have three votes, a club with 76 to 100 members shall have four votes, etc.

A. Membership number and votes:

1. 0-25 One vote
2. 26-50 Two votes
3. 51-75 Three votes
4. 76-100 Four votes
5. 101-125 Five votes
6. 126-150 Six votes, etc

15.02 The number of club delegates will be determined by the previous year's paid memberships with SND. The previous year memberships will consist of the memberships paid within September 1<sup>st</sup> to August 31<sup>st</sup> of the past season.

15.03 New clubs must be paid 30 days prior to the annual meeting and before any meeting of the Representative Assembly.

15.04 One-third (1/3rd) of the eligible voting delegates shall constitute a quorum for the transaction of business at a meeting of the members.

15.05 All voting rights at the annual meeting are given to the voting delegates represented at the meeting of the members.

**Article XVI: Membership**

16.01 Each individual/family affiliate and non-affiliate memberships cost \$15 per year.

16.02 Each business/associate affiliate and non-affiliate memberships cost \$30 per year.

16.03 All membership renewals take place as of September 1<sup>st</sup> of each year and will have a grace period through December 31<sup>st</sup> of the current year. If memberships are not received as of December 31<sup>st</sup>, the membership will be cancelled and will no longer receive the organizations benefits.

**Article XVII: Elections**

17.01 The President, Vice President, and Secretary shall be elected by the Representative Assembly at the annual meeting by a plurality vote of all the delegates at the representative assembly.

17.02 Each Director shall be elected at the annual meeting by a plurality vote of the representatives assembled from the geographic region that the Director will represent.

17.03 The Past President or Director-at-Large shall have the right to vote for one year.

**Article XVIII: Committees**

18.01 Special committees shall be established as needed and shall be appointed by the President as previously provided for in this document.

#### **Article XIX: Board Meeting Attendance**

19.01 The Board of Directors attendance is prominent at all meetings, however, in the event a Director shall not be able to attend a meeting, they can receive either an excused or un-excused absence.

- a. Excused absences will qualify if the Director/Officer lets either the Program Director or a fellow Director/Officer know of his/her absence before the meeting in question.
- b. Un-excused absences will qualify if the Program Director or a fellow Director/Officer are not notified before the meeting in question.
- c. All excused or un-excused absences must be listed in the minutes behind the Director/Officers name presiding over the absence.
  1. In order to overturn an excused or un-excused absence, the Director must present his or her case before the Board of Directors at the next consecutive meeting.

19.02 If a Director misses three meetings with un-excused absences or four meetings with excused absences, the Board of Directors can remove the Director and fulfill his or her position at the next meeting of the Board of Directors.

- a. If a Director is removed from the Board of Directors; probation will sustain for one year before he/she can re-run as a possible candidate.

#### **Article XX: Amendments**

20.01 Amendments to this Constitution may be made by a simple majority vote of the Representative Assembly, provided that the proposed amendment has been presented in writing to the President, the Vice President or Secretary, and further provided that the member affiliates have been notified prior to the annual meeting. Amendments presented directly to the Representative Assembly require a two-thirds majority for approval.

#### **Effective Date**

These bylaws shall take effect as of November 1, 2003