



BYLAWS OF THE NEW YORK STATE SNOWMOBILE ASSOCIATION

AS AMENDED AT THE ANNUAL
MEETING OF MAY 1, 2016

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ARTICLE I. NAME AND PURPOSE

Section 1

The name of the Corporation, hereinafter called the Association, shall be the New York State Snowmobile Association, Inc., and shall be a not-for-profit corporation.

Section 2

The purposes of the Association are:

- (a) To further and improve the sport of snowmobiling in New York State by promoting the safe, lawful, and responsible use of snowmobiles for recreation, commerce, and public safety.
- (b) In furtherance of (a), to coordinate the efforts of persons affiliated with snowmobiling, including without limitations, individuals, Industries, Chambers of Commerce, landowners, snowmobile clubs, dealers, government officials, and other state and national organizations.
- (c) To work toward making more private and public areas open to snowmobiling.
- (d) To assist local snowmobile clubs, county and district associations and state agencies in all manner possible with the development and maintenance of a statewide network of snowmobile trails.
- (e) To minimize the detrimental effects of the use of snowmobiles upon our environment.
- (f) To foster a close relationship with, and appreciation and recognition of the landowners of New York State.

ARTICLE II. ORGANIZATION

Section 1

The Association shall be managed by a Board of Directors, consisting of one (1) Director from each of the Districts in New York State as established by these By-Laws under Article III, Sections 1 and 2, and elected by the member clubs of the Association as prescribed under Article IV, Sections 1 and 2, together with the elected officers of the Association, as prescribed under Article IX, the Directors-at-large, as prescribed in Article VII, Section 2, and the immediate past-president of the Association, as prescribed under Article VII, Section 1.

Section 2

The Association may purchase, lease or rent offices, buildings or lands as may be proper to the objectives of the Association and may purchase, lease or rent the necessary equipment and/or services for said properties. The Board of Directors shall have all authority in the selection, operation and management of said properties, equipment and/or services.

Section 3

The Association shall organize the State in Districts for the purpose of electing representation to the Association and will form the Board of Directors as prescribed in Article II, Section 1. Each elected District Director, the immediate past-president of the Association, and the Directors-at-large, and all officers except the President shall be entitled to one vote on any issue presented to the Association at any meeting. Each District is entitled to one vote at all meetings of the Board of Directors. A Director may not serve as a proxy for any other District. As per Article X Section I, the President will vote only to break a tie.

Section 4

Member clubs of a District shall mean those incorporated local snowmobile clubs that meet regularly, have written by-laws, collect dues from its members, and member clubs to the Association are clubs which enroll all of their club membership to also become individual members of the Association if not already enrolled. Clubs become member clubs on the date of signing of the letter of understanding containing agreement to abide to the association by-laws. This LOU must reaffirmed by endorsing annually by May 1st. committing the said club to this membership agreement. All references to clubs include those local clubs that do not belong to the Association.

Requirements for a new club; must be trail producing (not necessarily receiving funding but must be pursuing funding in the Snowmobile Trails Grant-in-Aid Program). The club must be recognized by the County Association. If there is no County Association, then the current NYSSA member clubs within that County would have to support the new club's application by 2/3 margin. The Club must maintain minimum dues in accordance with Article VI.

A Club found "Not In Good Standing" by the Executive Committee for reasons of not complying with the Letter of Understanding or Article II, Section 4 of the By-Laws or being removed as trail producing club by its local sponsor may be removed by a 2/3 majority vote from the Board of Directors. The Club in question will receive written

notice of non-compliance. Preserving OPRHP funded trails and providing insurance for those landowners is a priority.

A suspended Club may be reinstated by resolving these issues and completing Requirements of New Club.

Section 5

All Directors, officers, committee members and other individuals undertaking any activity on behalf of the Association must be a member of the Association. Exceptions may be granted only by majority vote of the Board of Directors.

ARTICLE III. ORGANIZATION OF DISTRICTS

Section 1

A District shall be defined by the following criteria:

- (a)** A single-county district, in which there is at least one NYSSA member club.
- (b)** A multiple-county district shall be comprised of contiguous counties, with no more than three (3) counties making up a multiple-county district.
- (c)** District boundary lines may be changed by majority vote of the Board of Directors and by a two-thirds vote of member clubs in the affected Districts.

Section 2

(Reserved for future use)

ARTICLE IV. ELECTION OF DIRECTORS

Section 1

The member clubs in each District of the Association shall elect the Director that will represent the District to the Board of Directors. Each member club of the Association in the District shall complete the certification form for the Director-candidate of their choice. The certification form must be signed by the member club and verified in the minutes of that club, and will then be considered an authorized vote for the individual seeking the position of District Director. The District Director candidate named by a majority of authorized votes of the member clubs of the Association in that District will be declared and recognized as the Director for that District.

Section 2

In single-county districts with a County Association that is incorporated and has a set of bylaws, the Association shall receive each member club's authorized vote from the member county association, as prescribed in Section 10 of this Article.

In single-county districts with no County Association, the Association shall receive each member club's authorized vote directly. In multiple-county districts, the authorized votes of each member club shall be received directly by the Association.

Section 3

If several candidates secure the authorized votes of member clubs in a District, no individual will be recognized as the District Director until that individual secures the authorized votes of the majority of the member clubs in the District that have voted.

Section 4

(Reserved for future use)

Section 5

Each member club of the Association is entitled to one vote to elect the District Director in the member club's District. Each member county association is not entitled to a vote for the District Director.

Section 6

Any District may elect, designate, or choose an Alternate Director to represent the District at Association meetings. Alternate Directors would represent the District only in the event the duly elected Director is not able to attend an Association meeting. Alternate Directors shall not be eligible to represent the District Director until the elected Director has been officially seated as a member of the Board of Directors.

Section 7

A Director may serve consecutive terms.

Section 8

In the event a District is not represented, and after a minimum of three (3) months after the Annual Meeting, the Board of Directors may appoint a District Director to represent that District to the Board of Directors until the next Annual Meeting or until appropriate certification is received from the member clubs or member county association in that District.

Section 9

Each District may set its own residency rules for its Director-candidate seeking election to the Association Board of Directors for that District. A Director shall represent only one (1) district. An elected Director must be a resident of New York State and a member of a local club in that District.

Section 10

The Association Board of Directors shall design the certification form for use by member clubs in each District, through which each member club will determine its authorized vote for its District Director. The Association Office shall mail or electronically mail each member club a certification form at least sixty (60) days prior to the Annual Meeting. The Association shall design a county association certification form, through which each member club in the county association may list the authorized vote of each member in lieu of each member club of the member county association completing individual certification forms. When the member county association certification form is used by the member clubs in the member county association, a record of the authorized votes shall be recorded in the minutes of the member county association. The Association Office shall mail to each member county association the county association certification form at least sixty (60) days prior to the Annual Meeting.

Section 11

All elected District Directors, having met the criteria as prescribed in this Article, shall assume their position immediately following the Association Annual Meeting until the conclusion of the Annual Meeting of the following year.

ARTICLE V. DUTIES OF DIRECTOR

Section 1

The duties of the District Director shall be to provide active leadership for the Association and its activities in the District and:

- (a) Serve on the Association Board of Directors and attend all its meetings.
- (b) Act as a liaison and prime link for communication between the Association and the member clubs and member county association in the District; between the Association and local clubs in the District; between the Association and state agencies at the District level; between the Association and other organizations at the District level.
- (c) Serve on at least one (1) Association standing committee.
- (d) Be familiar with these By-laws and perform duties in accordance with the By-laws.
- (e) Work under the general direction of the Board of Directors of the Association.
- (f) Attend at least one (1) regular meeting per year of each club in the District for the purpose of addressing the club meeting and seeking all inputs possible from those at the meeting or attend at least 50% of regularly scheduled County Association meetings each year where all clubs are represented.
- (g) In a single-county district, attend as many District (county association) meetings as possible to report information from Association meetings and to solicit input from those at the District meetings for the Association.
- (h) Meet with the Association membership at any reasonable time and help in the formation of new clubs.
- (i) Be present to assist in the conduct of the Annual Meeting, Special meetings and Board of Director meetings.
- (j) Undertake efforts to secure membership in the Association by clubs, associations, and individuals that are not members of the Association.

Section 2

Removal of an elected Director, Director-at-large, or Officer of the Association.

- (a) Any Officer, elected or appointed Director, or Director-at-large that is not in attendance at three (3) consecutive meetings of the Board of Directors may be removed from his/her position by a two-thirds vote of the members of the Board of Directors in attendance at the regular meeting at which the action is taken. Any elected Director that is being represented by an alternate director is exempt from this action.
- (b) Any Officer or Director may be removed from their office or as a Board of Director member for lack of performance of their office or duties as a Director or conduct unbecoming an officer or member of the Board of Directors of NYSSA with a seventy-five percent (75%) vote of all directors that are present at any board of directors meeting that has a voting quorum of Directors and Officers. A member of the Board of Directors or Officer must be allowed to address the Board of Directors before a vote for their removal is put before the Board of Directors for anything other than lack of attendance at three (3) consecutive meetings as stated in Section 2(a) of

these By-Laws. If a member has been removed under Section 2(b) of the By-Laws they will not be allowed to serve as a Director or Officer of the Board in the future.

ARTICLE VI. MEMBERSHIP

Section 1

Membership in the Association shall be open to all individuals or organizations that 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.

- (a)** NYSSA Member - Dues \$5 - Current Individual membership in an Association Club, or head of household of a current Family membership in an Association Club. One additional adult and any children under 18 years of age, residing in the same household, are recognized as family club members.
- (b)** NYSSA Landowner Member - Dues \$0 - Determined by the Club and entered in the NYSSA/Club Database by the Club Membership Administer.
- (c)** NYSSA Business Member - Dues \$100 - Businesses and Government Entities such as towns, counties, chambers of commerce, clubs, and associations, etc. Dues are waived for NYSSA donors of at least \$100 in value to the Association.
- (d)** NYSSA Military Honorary Member - Dues \$0 - Determined by the Club and entered in the NYSSA/Club Database by the Club Membership Administer. This category includes those members currently engaged in full time active military service with Army, Navy, Air Force, Marines and Coast Guard and those members who have been awarded the Purple Heart.

Section 2

Different classifications of membership in the Association shall be established by the Board of Directors, subject to approval by the membership at the Annual Meeting.

ARTICLE VII. BOARD OF DIRECTORS

Section 1

The Board of Directors shall be comprised of one (1) Director from each District of the State, Directors-at-large, the elected Officers of the Association, and the immediate past-president of the Association.

Section 2

The Board of Directors may designate up to three (3) Directors-at-large, who will not be assigned a specific District, but will be available to offer assistance wherever possible. To be elected at Director-at-large, candidates must secure a majority vote of the Board of Directors at the Directors meeting following the Association Annual Meeting.

ARTICLE VIII. DUTIES OF THE BOARD OF DIRECTORS

Section 1

The duties of the Board of Directors are as follows:

- (a) Appoint an Executive Director and determine compensation, if any.
- (b) Appoint a Trails Coordinator and determine compensation, if any.
- (c) Develop short-term and long-term goals and stated objectives as part of an Association Strategic Organization Plan.
- (d) Formulate and adopt policies consistent with the By-laws, the Association Mission Statement, and the Association Strategic Organization Plan; measure the effectiveness of those policies adopted and make necessary corrections to achieve the stated objectives.
- (e) Ensure that duly adopted policies are implemented either through an Executive Director or appropriate committee or sub-committee.
- (f) Monitor the progress of committees through written committee reports or committee meeting minutes, that each is performing its duties in accordance with the Association Mission Statement and the committee mission statement. Through a majority vote of the Board of Directors, it may require a committee to revise its proposed budget for the upcoming fiscal year.
- (g) Approve payment of Association expenses during the time from the end of the fiscal year to the approval of the Association budget for the upcoming fiscal year.
- (h) Develop a process through which standing committees will determine their funding for the upcoming year.

Section 2

The Fiscal Year of the Association shall begin on April 1 and end on March 31 of the following year.

Section 3

The Board of Directors shall enter into contract for the purpose of performing services on behalf of the Association, or authorize an Officer or the Executive Director to enter into a contract on behalf of the Board.

ARTICLE IX. OFFICERS

Section 1

The Officers of this Association shall be the President, Vice-President, Recording Secretary, and Treasurer. Each Officer shall be a member of the Association, a member of a local club, and a resident of New York State.

Section 2

The Officers of this Association shall be elected by the club delegates at the Association Annual Meeting, with member clubs being notified in writing at least thirty (30) day prior to the Annual Meeting of a proposed slate of officers as presented by the Nominating Committee. Officers of this Association shall hold office beginning at the conclusion of the Annual Meeting at which the Officer was elected. The term of office for the Officers of this Association shall be 2 years or until their successor is elected. Elections for President / Secretary will occur on alternative years of Vice President and Treasurer, providing an election of 2 officers at each annual meeting.

Section 3

Any compensation accorded an officer shall be recommended by the Board of Directors and voted on at the Annual Meeting by the club delegates present.

Section 4

No person shall simultaneously act as an employee of the Association and either an officer or director of the Association.

Section 5

Unexpired terms of any vacated office may be filled by appointment by the Board of Directors, except a vacancy in the office of the President shall automatically be filled by the Vice President.

Section 6

An individual may serve as President for a maximum of two consecutive terms. After one term has passed, a past-President may be a candidate for President of the Association.

ARTICLE X. DUTIES OF OFFICERS

Section 1

The duties of President are to preside at Board of Director meetings, serve as chairman of the Board of Directors, (preside at all meetings of the Board,) but to vote only to break a tie, be an ex-officio member of all committees, except the Nominating Committee, (and) shall not chair any more than one special project committee, and shall not chair any Standing Association committee, to provide active leadership for the Association, to carry out the recommendations and policies set by the Board of Directors, appoint members to standing and temporary committees as are necessary with the advice and consent of the Board of Directors, and to ensure the right of all visitors to speak to the Board of Directors at each meeting of the Board of Directors during the part of such meetings assigned to public comment.

Section 2

The duties of Vice-president are to officiate in the absence of the President and to assist the President in carrying out his/her duties.

Section 3

The duties of the Recording Secretary are to keep a permanent record of the minutes of all Annual, Special, and Regular Meetings of the Board of Directors. The Recording Secretary shall serve on the Events and Promotions Committee.

Section 4

The duties of Treasurer are to maintain or cause to be maintained all accounts of the Association and have charge of its funds. He/she or his/her designate shall deposit all sums received in any bank which shall be designated by the Board of Directors in the name of the Association. He/she shall disburse the funds of the Association under the direction of the Board of Directors. He/she shall cause a certified audit to be made at least annually and submitted to the membership at their Annual Meeting. The Treasurer shall serve on the Budget and Finance Committee.

Section 5

The duties of Executive Director shall be to perform all duties prescribed to the position by the Association Board of Directors.

Section 6

The duties of Trail Coordinator shall be to perform all duties prescribed to the position by the Association Board of Directors through the Trails Funding and Development Committee. The Trail Coordinator shall serve on the Trails Funding and Development Committee.

Section 7

It is the duty of all officers to carry out assigned and designated tasks at the direction of the Association Board of Directors.

ARTICLE XI. COMMITTEES

Section 1

Each Director shall be required to be a member of at least one standing committee of the Association. The committees shall review and recommend policy and procedures to the Board of Directors for their disposition. The President appoints Directors to committees, with the advice and consent of the Board of Directors. Each committee will select a chairman from its own ranks. The President may appoint non-directors to serve on standing committees of the Association. The members of all standing committees are reappointed annually after the Annual Meeting.

Section 2

Temporary (ad hoc) committees shall be appointed as necessary by the President with the advice and consent of the Board of Directors to assist in carrying out the mission of the organization. Ad hoc committees shall be appointed to complete activities associated with functions of nominating, audit, and by-laws of the Association, in addition to other needs for an ad hoc committee. Ad hoc committees may seek funding necessary to complete their functions and activities from the Board of Directors.

Section 3

The following Standing Committees shall be established:

- (a)** Executive
- (b)** Governmental Affairs
- (c)** Trails Funding and Development
- (d)** Budget and Finance
- (e)** Safety and Education
- (f)** Membership/ Communications
- (g)** Events and Promotions

Section 4

Standing Committees shall be created by approval first of the Board of Directors and then by the club delegates at the Annual Meeting.

Section 5

Standing Committees are the only committees that can present a budget proposal for inclusion in the Association budget.

Section 6

Employees of the association shall utilize their respective committees to present their budget needs to the Board of Directors. Executive Director shall use the Executive Committee. The Trails Coordinator shall use the Trails Funding and Development Committee.

ARTICLE XII. DUTIES OF COMMITTEES

Section 1

- (a)** It is the responsibility of each Committee to meet as necessary to carry out its goals and objectives.
- (b)** Each Committee shall determine a Chairman from its membership.
- (c)** Each Committee shall adopt the previous committee's or develop a mission statement and goals and objectives, subject to approval of the Board of Directors.
- (d)** Each Committee Chair shall thoroughly and completely inform the Board of Directors, and the Reporting Secretary of issues the committee discusses through written reports and/or committee meeting minutes.
- (e)** Each Committee shall prepare a written report to be presented to the club delegates at the Annual Meeting.
- (f)** Through the budget process, each Committee must prepare and submit a budget at least ninety (90) days prior to the Annual Meeting to the Budget and Finance Committee for inclusion in the Association budget.

ARTICLE XIII. MEETINGS

Section 1

Board of Directors Meetings

- (a) Board of Directors meetings are held the first Saturday of each month unless otherwise rescheduled, postponed or canceled by a two-thirds approval of the Board of Directors. An Agenda of each meeting of the Board of Directors shall be sent to Directors and Officers at least ten (10) days prior to the meeting. Minutes of all meetings of the Board of Directors shall be kept by the Recording Secretary or temporary designee.
- (b) A quorum for Regular and Special Board of Directors meetings shall be a number representing 50% of the Districts that have elected Directors. All members of the Board of Directors, as defined in Article II, Section 1, shall be included in determining attendance at Board of Directors meetings.

Section 2

Annual Meeting

- (a) The Annual Meeting of the Association shall be held in April of each year at a time and place designated by the Board of Directors. The Association Office shall mail or electronically mail notice to the member clubs of the Association at least sixty (60) days in advance of the Annual Meeting.
- (b) The business of the Annual Meeting will be for each Standing Committee to present its written report to the club delegates for their approval, to follow a procedure that cause votes to be taken according to part (d) of this Section, and to complete any other business as part of the Agenda as determined by the Executive Committee and approved by the Board of Directors. A Parliamentarian shall be appointed to settle points of order. Any club delegate that wishes to speak shall be provided opportunity to address the Annual Meeting.
- (c)
 - (1) A quorum at the Annual Meeting shall be ten (10) % of all the club delegates qualified to attend the Annual Meeting.
 - (2) Qualified delegates are those delegates what are members in good standing of Association member clubs by the end of registration for the Annual Meeting.
- (d) Club delegates representing the member clubs of the Association shall vote at the Annual Meeting, on the following issues:
 - (1) Association Budget. If the budget is not approved by a majority of the member club delegates, discussions will be undertaken to resolve the issues preventing support by a majority of the club delegates present at the Association Annual Meeting. If agreement is not reached, the Board of Directors shall operate under the previous year's budget.
 - (2) Amendments to the By-laws, as prescribed in Article XIV of these By-laws.
 - (3) Officers of the Association, in accordance with Article IX, Section 2 of these By-laws.
- (e) The number of delegates calculated for each member club of the Association shall be calculated by the number of NYSSA memberships sold by that club. A club having a member who also belongs to another club

may count him/her in their NYSSA delegate representation, provided NYSSA membership is documented by the member. Modification of club dues structure to meet this end shall be a function of the club.

- (f) Each member club of the Association shall be entitled to one (1) voting delegate according to the following table of increments:
 - (1) up to 30 NYSSA members = 1 voting delegate
 - (2) 31 to 60 NYSSA members = 2 voting delegates
 - (3) 61 to 90 NYSSA members = 3 voting delegates
 - (4) 91 to 120 NYSSA members = 4 voting delegates
 - (5) 121 to 150 NYSSA members = 5 voting delegates
 - (6) 151 to 180 NYSSA members = 6 voting delegates
 - (7) The number of voting delegates for each member club shall continue to increase by one delegate for each additional block of 30 NYSSA members.
- (g) Election of Officers shall be done by ballot except for uncontested positions; all other voting shall be done by voice vote unless requested to be done by show of hands or by ballot.
- (h) There shall be no delegate voting done by proxy. Any voting delegate can represent only one club.
- (i) Each member club shall verify and be in agreement with the Association in identifying the number of members belonging to the member club and the number of voting delegates the member club is therefore entitled to represent the member club at the Association Annual Meeting at least (30) days prior to the Annual Meeting. Member clubs that complete this verification less than thirty (30) days prior to the Annual Meeting shall lose one (1) voting delegate from the member club's voting delegate count. Membership totals and delegate count of the member club must be verified with the Association Executive Director.
- (j) All members that are not paid members of the Association shall not be counted in club counts for voting at the annual meeting.

Section 3

Special Meetings

Special meetings of the Association may be called by the President, by five (5) District Directors or by five (5) member county associations. All Directors and Officers shall be notified at least three (3) days by mail or electronic mail, prior to any Special meeting called, including a written agenda. A quorum for a Special meeting is the same as for a regular meeting of the Board of Directors.

Section 4

All meetings of the Association shall be conducted under the procedures prescribed in Robert's Rules of Order, Revised.

ARTICLE XIV. AMENDMENTS

Amendments to these bylaws shall be submitted to the Bylaws Committee, which shall assure there is no conflict with the continuing sections of the bylaws, and may improve the proposed language with the consent of the initial mover. The resulting version of the proposed amendment shall then be presented to the Board of Directors, which may, by a 3/4ths vote reject a proposal for cause. Cause should be documented and sent back to the original mover. Proposals allowed to continue shall be published to the member clubs and placed before the delegates at the Annual Meeting. A two-thirds vote is needed to amend these By-laws. All member clubs must be notified in writing of By-laws changes at least sixty (60) days prior to the Annual Meeting at which the changes will be voted on. All changes to the By-laws will take effect following the conclusion of the Annual Meeting at which the changes were approved by the voting delegates of the member clubs of the Association.

Amended April, 2004:

Article XIII, Section 3

Article XIII, Section 2(j)

Article X, Section 1

Article V, Section 2

Article I, Section 3

Article IV, Section 10

Article XIII, Section 2(a) and 2 (i)

Amended April, 2005:

Article VIII, Section 1

Article X, Section 6

Article XI, Section 3

Article IV, Section 10

Article XIII, Section 2

Article XIII, Section 3

Amended April, 2006:

Article II, Section 4

Amended April, 2007:

Article XI, Section 3

Amended April, 2008:

Article II, Section 3

Article XIII, Section 2g

Amended April, 2009:

Article XI, Section 3

Article III, Section 1(a) and 2

Article IV, Section 2

Amended April, 2010:

Article I, Section 2

Article II, Section 4

Article III, Section 1(b) & 2

Article IV, Section 4

Article V, Section 1(f), (k), & 2(b)

Article VI, Section 1, & 3

Article VIII, Section 3

Article X, Section 3, 4, and 6

Article XI, Section 1, 2, 3, & 6

Article XII, Section 1(b), (c), (d) & (f)

Article XIII, Section 2(d), (g), (i), & (j)

Amended April, 2011:

Article XI, Section 3

Amended April 2012

Article XIII, Section 2(c)

Article XIV

No Amendments made, April 2013.

Amended April 2014

Article VI, Section 1(b)

Amended May 2016:

Article IX, Sections 2, 5, and 6

Note: President and Secretary elected at the 5-1-16 Annual Meeting to a two year term. Treasurer and Vice president to run for a two year term in 2017.