

**AMENDED & RESTATED BYLAWS OF SEELEY LAKE DRIFTRIDERS  
SNOWMOBILE CLUB, INC. Effective \_\_\_\_\_**

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**1. CORPORATION NAME, PURPOSES, POWERS AND OFFICES.**

**1.1 Name.**

This Corporation shall be known as the Seeley Lake Driftriders Snowmobile Club, Inc.

**1.2 Authority.**

This Corporation is incorporated under, and shall be operating according to the Montana Nonprofit Corporation Act (the "Act").

**1.3 Purpose.**

The purpose of the Corporation shall be:

- To stimulate, promote, and advance the general welfare and safety of snowmobiling among families and individuals of all ages.
- To join the collective voice of snowmobile enthusiasts for the proper recreational uses of snowmobiles on the land, in keeping with the protection, preservation, and enhancement of all natural and environmental resources.
- To serve the interest of snowmobile enthusiasts by defending such persons against discriminatory legislation, by encouraging the passage of legislation for the benefit of the snowmobilers, landowners, and the general public.
- To defend the interests and general welfare of snowmobiling through legal action when appropriate.
- To develop a fraternal spirit among snowmobile enthusiasts and other winter sports enthusiasts:
  - To establish and maintain cooperative relationships with other like sporting organizations.
- To provide a medium for the exchange of snowmobile information.
  - To perform all desirable and lawful functions for the successful operation of the Association in the general public interest.
- To participate in the Montana snowmobile trail grooming program.

**1.5 Powers.**

This Corporation shall have all the powers conferred on non-profit corporations by the state of Montana.

**1.6 Principal Office; Registered Office.**

The principal office and the post office mailing address of the Corporation shall be in Seeley Lake, Montana. The registered office of this Corporation required by the Act to be maintained in the state of Montana may be, but need not be, identical with the principal office in the state of Montana, and the address of the registered office and registered agent may be changed from time to time by the Board of Directors.

### **1.7 Exempt Activities.**

Notwithstanding any other provision by these Bylaws, no directors, officers, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **1.8 Prohibited Distributions.**

No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

## **2. MEMBERSHIP RIGHTS, PRIVILEGES AND MEETINGS.**

### **2.1 Classes of Members.**

Membership in the Corporation shall consist of four classes of members. The qualifications, rights, and privileges of each class shall be as follows:

(a) Individual Members. Individual Members shall consist of any individual 18 years or older interested in the Corporation's purposes and programs. Each qualified Individual Member shall have one vote on any matter submitted to a vote of the members and receive all publications of the Corporation.

(b) Business Members. Business Members shall consist of any business organization interested in the Corporation's purposes and programs. Business shall receive publications of the Corporation, however, for all purposes, including but not limited to voting and determining the presence of a quorum, the Business collectively is entitled to two (2) votes in the name of the Business provided that (i) only business members 18 years or older may vote, and (ii) at least two business members are in attendance at the meeting.

(c) Family Members.

Family Members shall consist of an individual, spouse and/or dependents residing at the same address under 19 years of age. All members of the family shall receive publications of the Corporation. A Family Membership shall be entitled to two (2) votes; provided that (i) only family members 18 years or older may vote, and (ii) at least two

family members are in attendance at the meeting.

(d) Honorary Life and Honorary Life Family Members.

The Board of Directors may confer Honorary Life or Honorary Life Family recognition to any member or former member of the Association that have, by their act or position have shown outstanding service and commitment to the betterment of the Association and its purposes. Honorary Life Members and Honorary Life Family Members shall receive all publications of the Corporation. An Honorary Life Member shall be entitled to one (1) vote provided that the individual has paid dues for the year. Honorary Life Family Members shall be entitled to two (2) votes; provided that; (i) dues are paid for the year, (ii) only family members 18 years or older may vote, and (iii) at least two family members are in attendance at any meeting at which such vote takes place.

## **2.2 Application and Admission of Members.**

(a) Membership in the Corporation shall be open to any person or organization interested in advancing the purposes of the Corporation willing to take an active part in advancing the purposes of the Corporation and paying the required dues. There shall be no limit on the number of members.

(b) No person or entity shall be admitted as a member until each of the following conditions have been met: (i) the applicant provides all information required by the Corporation and demonstrates to the satisfaction of the Corporation that the applicant satisfies the membership eligibility criteria established from time to time by the Board of Directors; and (ii) the applicant pays the applicable dues.

(c) Subject only to limitations placed on the Corporation by applicable law, the Board of Directors (either directly or through its Membership Committee) shall retain sole discretion to admit new Members and to establish and modify eligibility and admission criteria.

## **2.3 Dues.**

(a) Every person or entity admitted to membership in the Corporation shall pay yearly dues, in advance, at the applicable rates and criteria established by the Board of Directors. Dues shall remain fixed until changed by resolution of the Board of Directors if it deems changes necessary due to the financial obligations of the Corporation. In the case of resignation of membership, dues are non-refundable unless expressly authorized by the Board.

(b) Dues shall be paid annually in November. A member is no longer in good standing if dues are delinquent.

## **2.4 Votes Required for Action.**

(a) Only members in good standing who have been members of the Corporation for

more than sixty (60) consecutive days may vote. Votes of Members having voting rights must be cast in person at a meeting of the members at which a quorum is present. Proxies are prohibited.

(b) Unless otherwise specifically stated in these Bylaws, a majority of votes present and entitled to be cast constitutes an action of the members.

(c) Each Business Member shall designate the person entitled to exercise its voting rights each year in the space so provided on its membership application or annual membership renewal form. Such designation shall remain in effect until revoked or amended by written notice provided to the Corporation. If a Business Member fails to designate a person to exercise its voting rights for any then-current membership period, that Member's voting rights shall be conclusively presumed to have vested in the following persons, in the following order of priority: (i) the person most recently designated by the Member, (ii) the Member's most senior member of the Member's Board of Directors, or (iii) the Member's highest-ranking officer or manager.

## **2.5 Annual Membership Meeting.**

The annual meeting of the Members will be held each year at the April general membership meeting, or the last meeting of the season if otherwise provided by notice to the members.

## **2.6 Regular Membership Meetings.**

Regular meetings of the members shall be held the (3<sup>rd</sup>) Wednesday of the month, from November through April, unless otherwise specified by the Board.

## **2.7 Special Membership Meetings.**

Special meetings of the members may be called at any time by the President or the Board of Director's; or in the President's absence, by another officer acting as President. Special meetings of the membership shall be called by the President upon receipt of written request from ten percent (10%) of the active voting members of the Corporation.

## **2.8 Notice of Membership Meetings.**

Written notice of membership meetings other than Regular Meetings may be communicated in person, facsimile, or other form of electronic, wire, or wireless communication, or by mail or private carrier to the correct address or authenticated electronic identification, as provided by Montana law, as shown in the Corporation's record of Members. If approved by the Board, Members may participate in a meeting of the Members by means of a conference telephone call or similar remote communication. Participation by conference telephone call or similar remote communication shall constitute presence in person at a meeting. Remote communication shall include communication made by conference telephone call,

internet, electronic, remote technology, or similar communication through which all participants in the meeting have the opportunity to read or hear the proceedings substantially concurrent with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

### **2.9 Quorum.**

At all membership meetings of the Corporation, a quorum shall consist of ten percent (10%) voting members in attendance.

### **2.10 Voting Matters; Nomination Procedures; Acceptance of Votes.**

(a) Officers shall be elected at the April general membership meeting or the last meeting of the season, but no later than May 31.

(b) Board members other than the officers shall be elected at the April general membership meeting, or at the last general membership meeting of the season. Board members shall be elected from a slate presented by the Board of Directors and any additional individuals nominated from the floor at the meeting. To be eligible for election as a Director, an individual must (i) be 18 years or older; (ii) be in good standing with dues paid; and (iii) have been a member of the Corporation for a minimum of one (1) full fiscal year.

(c) At least one (1) month before the April general meeting or the last meeting of the season, the President shall appoint an Officer Nominating Committee chairman. The Committee chairman shall select at least one (1) other member in good standing of the Corporation for the committee. At least two (2) weeks before the April meeting or the last meeting of the season, the Officer Nominating Committee shall present the membership with a list of nominees the board of directors. This list of nominees shall be provided by mail or electronic technology, or by electronic technology as well as in the official publication of the Corporation.

(d) Voting shall be by memberships present at a meeting.

(e) Voting for Directors shall be by secret ballot when there is more than one candidate for the position. Voting on all other questions presented to the membership shall be by a show of hands representing the attending membership with eligible voting privileges.

### **2.11 Action by Written Ballot.**

Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to

every Member entitled to vote on the matter and conducts the vote in accordance with Montana law. A written ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. The Corporation may deliver a written ballot by electronic communication as long as a Member gives consent. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

### **2.12 No Member Liability.**

As provided by the Act, Members in good standing shall not be personally liable for any debts, liabilities or obligations of the Corporation, and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

### **2.13 Termination of Membership.**

Membership in the Corporation may be terminated if the actions of any member is determined to be prejudicial to the best interests of the Corporation by a two-thirds (2/3) vote of the Board of Directors at any Board meeting at which one of the purposes of the meeting is to consider termination of the member.

## **3. BOARD OF DIRECTORS**

### **3.1 Management by Board of Directors.**

Unless otherwise restricted by the Articles of Incorporation or these bylaws, the Board of Directors shall have control of the activities of the Corporation, establish policies of the Corporation, approve expenditures, and approve the annual budget. The Board may delegate to a Board Committee or to the President the powers and authority as it may deem necessary or advisable for the conduct of the affairs or to carry out the purposes of the Corporation. The Board of Directors shall act on all matters pertaining to the welfare of the Corporation. The Board is responsible for developing and maintaining a long range coordinated program of activities to be undertaken by the Corporation. This program will serve as a guide to all committees regarding the areas they are to operate and the extent of their operations within any given period of time.

### **3.2 Number of Directors.**

The board shall consist of 9 elected members from which the President, Vice President and Secretary/treasurer/Treasurer shall be appointed by the elected board. The number of directors may be increased or decreased (but not to less than five) by amendment to this bylaw, but no decrease shall have the effect of shortening the term of any incumbent director.

### **3.3. Qualifications and Tenure of Directors.**

Directors shall be active voting members, in good standing, who have been members of the Corporation for a minimum of one (1) fiscal year. Each member of the Board of Directors shall take office immediately upon adjournment of the meeting at which he is elected. The term of office of members of the Board of Directors who are the elected officers shall be one (1) year, and terms of office of the directors at large shall be three (3) years.

### **3.4 Vacancies.**

Any vacancies occurring in a directorship position and any directorship to be filled by reason of an increase in the number of directors shall be appointed by the affirmative vote of a majority of the remaining directors. A director appointed to fill a vacancy shall be appointed until such time as a meeting can be held for the purpose of electing a replacement for that voting position, however, in no case shall a temporary director serve for more than one (1) year. Temporary Directors shall have all the rights and privileges of an elected director.

### **3.5 Removal.**

A Director may be removed from office prior to the end of his or her term of office if:

(a) A recommendation for removal of the Director is made by a two-thirds (2/3) vote of the remaining voting members of the Board at any regular Board meeting or a special Board meeting call for that specific purpose; and (b) Removal of the Director is approved by a two-thirds (2/3) vote at a special meeting of the membership of the Corporation at which one of the purposes of the meeting was to consider the removal of such officer.

### **3.6 Resignation.**

A director may resign at any time by delivering written notice to the Board or President of the Corporation. Unless the notice specifies a later effective date, a resignation is effective when the notice is delivered. If a resignation is effective at a later date, the Board may fill the pending vacancy provided that the successor does not take office until the effective date.

### **3.7 Call of Special Meetings.**

The Board of Directors is vested with the power to call special meetings of the Corporation and to designate the date, time, and place of any such meeting, provided the membership has been given due notice, together with the purpose for calling the special meeting as set forth in these bylaws.

### **3.8 Meetings by Conference Telephone.**

The Board may permit any or all directors to participate in a meeting of the Board by, or conduct the meeting through, the use of conference telephone or any means of communication by which persons participating in the meeting may hear each other simultaneously during the meeting. A director participating in the meeting by conference telephone is deemed present in person at the meeting. The Chair of the meeting may establish reasonable rules as to conducting the meeting by telephone.

### **3.9 Notice of Board Meetings.**

(a) Regular Notice. If notice is given of a regular or special meeting, notice must be given to each Director either personally, by U.S. mail or private carrier, or other form of electronic, wire, or wireless communication by correct address or authenticated electronic identification shown in the Corporation's record of Directors. If e-mailed, a notice shall be deemed delivered when delivery receipt is received, or an electronic notice of delivery is returned to the sender of the notice. If mailed, a notice shall be deemed delivered at the earliest of (i) five (5) days after deposited in the United States mail, as evidenced by the postmark, if it is mailed postpaid and with the correct postage to the Director, (ii) the date shown on the return receipt if sent by registered or certified mail and the receipt is signed by or on behalf of the Director, or (iii) the date received.

(b) Special Notice Provisions. If a purpose of the meeting is to consider (i) an amendment to the Articles of Incorporation, (ii) a plan of merger, (iii) the sale, lease, exchange, or disposition of all or substantially all of the Corporation's property, or (iv) the dissolution of the Corporation, then a notice must be given to each Director at least seven (7) days before the meeting stating the purpose, and the notice must be accompanied by a copy of or summary of the proposed amendment, plan of merger, transaction for the disposition of property, or proposed dissolution.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Montana law.

### **3.10 Quorum.**

A majority of the number of directors in office immediately before a meeting begins, but not less than five (5), shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **3.11 Manner of Acting, No Proxy Vote.**

Unless otherwise provided by the Act or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. Each director shall have one vote. Proxy voting shall not be allowed on behalf of any Board member.



### **3.12 Actions Without Meeting.**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed, and returned to the Secretary/treasurer by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minutes book by the Secretary/treasurer.

### **3.13 Presumption of Assent.**

A director who is present at meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary/treasurer of the meeting before the adjournment thereof, or unless such dissent is forwarded by registered mail to the secretary/treasurer of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

### **3.14 Remuneration.**

The Board of Directors shall hire and fix the compensation of, and define the duties of any and all employees which they may determine to be necessary for the conduct of the business of the Corporation.

### **3.15 Board Committees.**

- (a) There shall be the following standing committees: Grooming Operations, Public Lands, Safety, Membership, Signs and Maps, Grants, Trail Counter, and Publicity. All committee chairmen shall be appointed by the President, subject to approval by a majority vote of the Board of Directors.
- (b) The Board may create one or more committees and appoint directors to serve on them. Each committee must have two or more directors, who serve at the pleasure of the Board.
  - (i) Selection of Members. A committee is created and members appointed to it, by an affirmative vote of a majority of the director's present at a meeting where a quorum is present.
  - (c) Grooming Operations Committee. The Grooming Operations Committee will appoint a groomer chairman approved by the Board of Directors. The Grooming Operations Committee shall be responsible for all aspects of grooming operations and manage all financial aspects related to trail grooming for the Corporation. There shall be

at least three (3) members of the Grooming Operations Committee. The committee may also have additional members, including the groomer operators, who are chosen by the Grooming Operations Committee Chair and who are subsequently approved by the Board of Directors.

a. All groomer operators must be trained and approved each year by the Montana Department of Fish, Wildlife and Parks and approved each year by the Grooming Committee Chair to operate grooming equipment. b. The Grooming Committee accountant shall present a summary of

income and expenditures to the membership at meetings and make an annual report, on request to members in good standing. c. The Grooming Committee accountant shall ensure the President receives

copies of all statements from the Corporation's depository for purposes of the Grooming program.

(d) Required Procedures. The sections of these Bylaws which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board, and action without meetings apply to committees and their members. However, if a committee has less than 5 members then a majority of the committee members shall represent a quorum. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees are subject to all the procedural rules governing the operation of the Board itself.

(e) Authority. Each committee may exercise the specific authority which the Board confers upon the committee in the resolution creating the committee; provided, however, a committee may not (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (2) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; or (3) adopt, amend, or repeal the Articles of Incorporation or Bylaws.

3.16 Qualifications for Officers, Directors and Committees. All officers, committee chairs, committee members and Directors shall be members in good standing of the Corporation during the tenure of their position.

## **4. OFFICERS**

### **4.1 Elected Officers.**

Each officer, when elected, shall take office. The officers of the Corporation to be elected shall be a President, Vice-President, and Secretary/Treasurer.

### **4.2 Term of Office.**

The term of office shall be for a one (1) year period and shall commence immediately upon the adjournment of the meeting at which the individual is elected and shall continue to serve as such officer as long as he is qualified or until his successor is

elected and takes office.

#### **4.3 Duties of Elected Officers.**

(a) President. The President shall be subject to the control of the Board, and shall in general supervise and control, in good faith, all of the business and affairs of the Corporation pursuant to the programs authorized by the Board. The President shall be the executive officer of the Corporation and shall preside over all meetings. The President shall be an ex-officio voting member of all committees and shall perform such duties as usually pertain to the office of President. The President shall serve as Chair of the Board of Directors. The President shall represent the Association at any meetings of concern to snowmobiling and the Corporation's mission. The President's attendance at out of state meetings will be at the discretion of the Board of Directors.

(b) Vice President. The Vice President shall assume the duties and responsibilities of the President in the President's absence and shall assume all other duties that usually pertain to that office or as may be assigned by the President or the Board of Directors.

(c) Secretary/treasurer. The Secretary/treasurer shall be custodian of the corporate records. The Secretary/treasurer shall keep the records of attendance and all minutes of the meetings of the Corporation. The Secretary/treasurer shall perform the usual duties pertaining to the office of Secretary/treasurer and such other duties as may be assigned by the President or Board of Directors. Within these duties, the Secretary/treasurer shall maintain a complete and accurate history of the Corporation and a complete record of policies and procedures adopted by the Corporation. The Secretary/treasurer also shall maintain and keep current the Corporate Book of Resolutions, Policies, and Procedures, containing a listing of the Corporation policies and procedures in summary form.

(d) Treasurer. The Treasurer shall collect all monies due to the Corporation and deposit the same in the official depository of the Corporation. The Treasurer shall certify all claims for payment to the Board of Directors and shall keep an accurate accounting of all revenue and expenditures of the Corporation. The Treasurer shall present a summary of income and expenditures to the membership at meetings of the Corporation and upon request to members in good standing. The Treasurer will ensure the President receives copies of all statements from the Association's depository.

#### **4.4 Transfer of Records.**

All books, monies, Corporate books of resolutions, policies and procedures and records of the Corporation in the possession of any officer in the Corporation shall be transmitted to the successor in office within thirty (30) days of the successor's election or appointment to office.

#### **4.5 Removal of Officers.**

An officer may be removed from office prior to the end of his or her term of office if:

(c) A recommendation for removal of the officer is made by a two-thirds

(2/3) vote of the remaining voting members of the Board at any regular Board meeting or a special Board meeting call for that specific purpose; and (d) Removal of the officer is approved by a two-thirds (2/3) vote at a special

meeting of the membership of the Corporation at which one of the purposes of the meeting was to consider the removal of such officer.

### **5. INDEMNIFICATION AND ADVANCE FOR EXPENSES**

#### **5.1 Mandatory Indemnification.**

The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

#### **5.2 Permissible Indemnification.**

The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if determination to indemnify him or her has been made in the manner prescribed by the Act and payment has been authorized in the manner prescribed by the Act.

#### **5.3 Advance for Expenses.**

The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of a final disposition of the proceeding if a determination to make the advance has been made in the manner prescribed by the Act and if payment of the advance has been authorized in the manner prescribed by the Act.

#### **5.4 Indemnification of Officers, Agents and Employees.**

An officer of the Corporation who is not a director is entitled to mandatory indemnification under the Section to the same extent as a director. The Corporation may also indemnify and advance expenses to an officer, employee or agent of the Corporation who is not a director to the same extent as a director or to any extent, consistent with the Act and public policy that may be provided by the general or specific action of the Board or by contract.

### **6. MISCELLANEOUS**

#### **6.1 Books and Records.**

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

### **6.2 Fiscal Year.**

The fiscal year shall begin on June 1st and end on May 31<sup>st</sup> each year, unless otherwise established by the Board.

### **6.3 Reimbursement of Expenses.**

Officers and Directors shall be reimbursed for expenses necessarily incurred in the performance of their duties on behalf of the Corporation.

### **6.4 Amending Bylaws.**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the votes cast, at any annual or special meeting of the Board of Directors. Notice of such must be given in accordance with these Bylaws and the notice must also state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws. The Notice must contain or be accompanied by a copy or summary of the amendment, or state the general nature of the amendment. The Directors may, at their discretion and as set forth in Section 35-2-230,

MCA choose to have the general membership vote on the proposed changes to the Bylaws. Such votes may be conducted at a meeting or by mail ballot as set forth by these Bylaws.

### **6.5 Effective Date.**

These Bylaws shall become effective for all purposes at 8:00 p.m. on June 1 2017, and at that time, shall supersede and replace all prior Bylaws of the Seeley Lake Driftriders Snowmobile Club Inc.

## **CERTIFICATE OF ADOPTION OF RESTATED BYLAWS**

I do hereby certify that the above amended and restated Bylaws of the Seeley Lake Driftriders Snowmobile Club Inc were approved by the members on (date TBD) and now do constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and amendments.

Name of Secretary/Treasurer

Secretary/treasurer of the Corporation

Dated: \_\_\_\_\_