

Michigan Snowmobile & ORV Association, Inc.

AMENDED & RESTATED BYLAWS

Approved by Majority Vote on 16 March 2019

Adopted in General Session on 18 May 2019

Amended in General Session on 17 October 2020

ARTICLE I – NAME, PURPOSE, AND FISCAL YEAR

Section 1 The name of this non-profit association, organized under and within the laws of the State of Michigan shall be the Michigan Snowmobile & ORV Association, hereafter, (the “**Association**”).

Section 2 This Association is organized for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the “Code”), which purposes shall include:

- To develop common appreciation, understanding, and knowledge of the sport of snowmobiling and ORV riding in the State of Michigan, including best practices regarding safety, maintenance, and operation of snowmobiles and ORVs;
- To maintain and enhance the motorized trails located in the State of Michigan;
- To facilitate the distribution and exchange of information regarding the sport of snowmobiling and ORV riding for both snowmobile and ORV riding enthusiasts in the State of Michigan and for the public in general, including without limitation, matters pertaining to general knowledge of both sports, best practices regarding safety, motorized trail conditions, and proposed action by state and federal governments;
- To advocate for the rights of the community of Michigan snowmobilers and ORV riders, and advise state and federal lawmakers and Department of Natural Resource and other government officials on policy issues affecting the community of Michigan snowmobilers and ORV riders;
- To support any and all nonprofit organizations operating within the State of Michigan and groups of individuals that share common interest with the community of Michigan snowmobilers and ORV riders, including without limitation those involving walkers, hikers, cyclists, skiers, equestrians, hunters, other snowmobilers and ORV riders, and other users of state and national parks and outdoor trails, as long as it is in the best interest of the community of Michigan snowmobilers and/or ORV riders to do so;
- To engage in any other activity within the purposes for which nonprofit corporations may be incorporated under the Michigan Nonprofit

Corporation Act that serves the interest of the Michigan snowmobile and/or ORV communities.

Section 3 For these purposes, this Association shall have the power to take and hold, by bequest, devise, gift, grant, purchase, lease, or otherwise, any property real or personal, tangible or intangible, or any undivided interest in such property, without limitations as to amount of value, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal, or the income from such property in such manner as, in the judgment of the Directors, will best promote the purpose of the Association without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the bylaws of this Association, or any applicable laws.

Section 4 At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- The corporation shall not participate in or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(4) of the Code.

Section 5 The fiscal year of the Association shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December of each year.

ARTICLE II – MEMBERSHIP AND CLASSIFICATION

Section 1 Membership in this Association shall consist of eight (8) categories: Snowmobile Clubs, ORV Clubs, Combination Clubs, Commercial, Individual, Family, Life, and Honorary, each of which shall have the voting and other rights, and shall pay the dues and perform such other obligations, as described in these bylaws.

- (a) **Snowmobile Club Membership:** Any club whose primary activity relates to snowmobiling that consists of five (5) or more persons, which operates within an organized, approved set of bylaws, and who is an active, paid up member of the Association.
- (b) **ORV Club Membership:** Any club whose primary activity relates to ORVs that consists of five (5) or more persons, which operates within an organized, approved set of bylaws, and who is an active, paid up member of the Association.
- (c) **Combination Club Membership.** Any club whose primary activity relates to a combination of snowmobiling and ORVs that consists of five (5) or more persons, which operates within an organized, approved set of bylaws, and who is an active, paid up member of the Association.
- (d) **Commercial Membership:** Any business concern that decides to support this Association with its membership and agrees to comply with the bylaws, precepts and ethics of this Association.
- (e) **Individual Membership:** Any person which desires membership and representation by this Association and agrees to comply with the bylaws, precepts and ethics of this Association.
- (f) **Family Membership:** Any family consisting of a maximum of two (2) adults at, or over, the legal Michigan voting age that desires membership and representation by this Association and agrees to comply with the bylaws, precepts and ethics of this Association.
- (g) **Life Membership:** Any individual may become a Life Member by petition to, and acceptance by, the Board of Directors and payment of the proper fee to the Association Treasurer. A Life Member shall not be subject to further membership dues, and shall have all the benefits and privileges of any individual membership as long as he/she shall live, and as long as he/she agrees to comply with the bylaws, precepts and ethics of this Association.
- (h) **Honorary Membership:** Any honorary membership may be designated by the Board of Directors of this Association. Honorary members shall not pay dues, shall be without a vote, and shall not be eligible to hold office.

Section 2 For the purposes of managing of this Association and providing equitable representation of all geographic areas, the State of Michigan shall be split into three “**Regions,**” each Region shall be split into three “**Districts,**” and the number of delegates serving on the Board of Directors from each District shall be limited pursuant to the provisions of Article III.

Section 3 The three Regions shall be (1) Upper Peninsula, (2) Northern Lower Peninsula, and (3) Southern Lower Peninsula. The Northern Lower Peninsula and Southern Lower Peninsula shall be split along the southern county lines starting of Mason, Lake, Osceola, Clare, Gladwin, and Bay counties and the northern boundary of Tuscola and Huron counties.

Section 4 The boundaries of each District shall be determined by the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 Management of this Association shall be vested in the Board of Directors, which shall be comprised of no more than 81 delegates elected or appointed by all the Snowmobile Clubs, ORV Clubs, Combination Clubs, and Commercial, Individual, Family, and Life members as provided in this Article, plus the President and Immediate Past President (if they are not already members of the Board of Directors).

Section 2 Snowmobile Clubs may elect or appoint up to two (2) delegates per District. Each Snowmobile Club shall submit the names of the delegates so elected or appointed, along with annual Snowmobile Club dues and the names of the five (5) minimum persons described in Article II, Section 1, Subsection (a). Upon receipt thereof, the Association shall place the two (2) delegates on roster for the purposes of voting and holding office.

Section 3 ORV Clubs may elect or appoint up to two (2) delegates per District. Each ORV Club shall submit the names of the delegates so elected or appointed, along with annual ORV Club dues and the names of the five (5) minimum persons described in Article II, Section 1, Subsection (b). Upon receipt thereof, the Association shall place the two (2) delegates on roster for the purposes of voting and holding office.

Section 4 Combination Clubs may elect or appoint up to two (2) delegates per District. Each Combination Club shall submit the names of the delegates so elected or appointed, along with annual Combination Club dues and the names of the five (5) minimum persons described in Article II, Section 1, Subsection (c). Upon receipt thereof, the Association shall place the two (2) delegates on roster for the purposes of voting and holding office.

Section 5 Only one (1) Commercial member may serve as delegate per District. Any Commercial member seeking status of delegate shall petition the Association office to have their request published in the Association magazine and if no dispute is lodged against such Commercial member for said position over for a period of thirty (30) days then the Board of Directors shall vote to either accept or deny the petition. Upon acceptance, each Commercial member shall submit the name to the Association to be placed on the Association roster for the purpose of

voting and holding office, along with annual Commercial Membership dues, and upon receipt thereof, the Association shall place such delegate on the roster for the purposes of voting and holding office.

- Section 6** Only two (2) Individual, Family, or Life members may serve as delegate per District. Any Individual, Family, or Life members seeking status of delegate shall petition the Association office to have their request published in the Association magazine and if no dispute is lodged against such member for said position over for a period of thirty (30) days then the Board of Directors shall vote to either accept or deny the petition. Upon acceptance, each such Individual, Family, or Life member shall submit their name to the Association to be placed on the Association roster for the purpose of voting and holding office, along with annual Individual, Family, or Life Membership dues, as applicable, and upon receipt of thereof, the Association shall place such delegate on the roster for the purposes of voting and holding office.
- Section 7** Two eligible members from each District shall be selected to serve as Alternates to elected delegates of any membership category requesting to be excused from a duly scheduled meeting of the Board of Directors. The Alternates shall not be from the same membership category, shall not hold office, nor sit on the Board of Directors, and may cast a vote only in the absence of the delegate they are substituting for.
- (a) All Alternates must be members of the Michigan Snowmobile & ORV Association with current dues paid.
- Section 8** The Board of Directors may employ whatever personnel they deem necessary, and for which funds are available, to aid in the management of this Association, and may authorize the expenditure of Association funds in any other manner in the proper furtherance of the purpose of this Association.
- Section 9** Ten percent (10%) of the members of the Board of Directors shall constitute a quorum for the transaction of Association business.
- Section 10** All delegates must have a current paid and qualified membership in this Association.
- Section 11** Any delegate, elected or appointed, under this Article that misses three (3) consecutive Board of Directors meetings without due cause shall be removed from the Board. Requests to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting. Due cause for missing any regularly scheduled meeting shall be determined by the Executive Board of this Association on a case-by-case basis with regard to maintaining eligibility on the Board of Directors.

Section 12 All Past Presidents may be authorized to remain on the Board of Directors at the will of the Board, may perform any and all duties as may be assigned or required regardless of in which the Past President may reside, and may make motions at Association meetings, but are not entitled to a vote at any Association meetings. All Past Presidents shall be eligible to serve as a delegate to the Board of Directors pursuant to the other provisions of this Article and if elected to serve as a delegate, he/she must comply with all prerequisites applicable to all other delegates, except the Immediate Past President, whose responsibilities to the Board of Directors shall remain unchanged.

ARTICLE IV – OFFICERS

Section 1 The Officers of the Association shall be: President; Vice President; Secretary; and Treasurer.

They shall be elected from the current or past members of the Board of Directors by the general membership present at the annual meeting of this Association. These Officers, joined by the Immediate Past President, shall constitute the Executive Board of the Association.

(a) The current elected President and Vice President shall not be from the same District nor the same delegate category as defined in Article III, Sections 2 through 6 of the bylaws.

Section 2 All Officers shall take office on the first (1st) day of the new fiscal year and shall hold office for the term of one (1) year, or until their successors have been elected and qualified.

Section 3 Term Limits:

- (a) The President and Vice President shall not hold the same office for more than four (4) consecutive terms.
- (b) The Secretary and Treasurer shall not hold the same office for more than eight (8) consecutive terms, however, in the event no candidate is eligible to accept either of these offices, Section 2 of this Article shall continue to apply.

Section 4 The President shall preside over all meetings of this Association; shall appoint such committees and committee chairpersons as authorized by these bylaws, or the Board of Directors; shall be an ex-officio member of all committees; and shall carry on those other responsibilities assigned to him/her by these bylaws and by the Board of Directors.

Section 5 The Vice President shall perform the duties and have the powers of the President during the absence or temporary incapacity of the President.

- Section 6** The Secretary shall maintain all the Association records, other than financial, including the minutes of the meetings; the roster of delegates; and lists of committees and their members; shall cause notices of meetings to be mailed out or issued via electronic means; and discharge all the usual functions of the office as required by these bylaws and the Board of Directors.
- Section 7** A Treasurer's report shall be prepared for each Board of Directors and Executive Board meeting; and an annual statement shall be prepared and submitted to an Auditing/Review Committee. The Treasurer shall be bonded.
- Section 8** All Officers shall also have such powers and duties as required by law.
- Section 9** The Immediate Past President of this Association shall remain on the Board of Directors following his/her presidency, with all voting privileges, and shall join the elected Officers as a member of the Executive Board.
- Section 10** Any President or Vice President serving the maximum of four (4) terms, the succeeding officer shall not be a member of the same member organization as the past officer.
- Section 11** Upon the election of the President, the member organization from which the President originated, shall be entitled to fill the term vacated by the election of the President.
- Section 12** Any elected Officer (President, Vice President, Secretary or Treasurer) missing three (3) consecutive meetings without due cause, shall be removed from office and a successor appointed by the Board of Directors at that meeting. Request to be excused (with due cause) must be received by the Secretary prior to the day preceding the scheduled meeting.
- (a) Due cause for missing any regularly scheduled meeting shall be determined by the Board of Directors of this Association on a case-by-case basis with regard to maintaining eligibility to serve in their elected office.
- Section 13** In the event of resignation, temporary, or permanent incapacitation of the Vice President; Secretary; or Treasurer, the Board of Directors or the Executive Board may appoint any current or past delegate "pro-tem" to that position at the next regularly scheduled meeting until the officer returns to full eligible status, and/or elections are held at the next annual meeting.
- (a) Any Officer may be removed from Office by a two-thirds (2/3) majority vote of the Board of Directors, for non-performance of duties or by activities determined detrimental to the best interests of the Association.
- Section 15** The Board of Directors may, by a two-thirds (2/3) vote of the Directors present at any meeting, terminate the membership of an officer, delegate, director-at-large,

or any member upon action determined detrimental to the best interest of the Association.

ARTICLE V – VOTING

- Section 1** Each member may vote on any matter put to a vote of the members at an annual or special meeting of the members as follows:
- (a) Each Snowmobile Club, ORV Club, Combined Club, and Commercial member in good standing shall be entitled to one (1) vote at each annual meeting and any special meetings of the members. Club and business representatives must have written authorization, on club or business letterhead, to cast his/her vote on behalf of such clubs or businesses.
 - (b) Each Individual and Life Members in good standing shall be entitled to one (1) vote at each annual meeting and any special meetings of the members.
 - (c) Each Family member in good standing shall be entitled to two (2) votes at each annual meeting and any special meetings of the members. A single ballot will be collected from each of the two (2) adult members at the time of voting.
 - (c) Honorary memberships are not entitled to a vote at any Association meetings.
 - (d) Voting at annual and special meetings of the members shall be accomplished by attending these meetings in person. Proxy votes shall not be allowed.
 - (e) Dues must be paid in full before the last day of the month preceding the month in which the annual or special meeting is held to be in good standing and eligible to vote at these meetings.
 - (f) Voting by mail may be permitted for special meetings if approved by two-thirds (2/3) of the delegates present at any scheduled Board of Directors meeting. No voting for any Officer position shall be permitted by mail. The thirty (30) day notice requirement is waived when voting by mail. Return ballots must be postmarked not later than forty-five (45) days after the original mailing.
 - (g) Members eligible to cast a ballot in more than one (1) category shall be limited to one (1) vote per category of membership.
- Section 2** Each qualified delegate in attendance at any Board of Directors meeting shall be entitled to one (1) vote.

Section 3 The President may not vote at any member or Board of Director meetings, except to break a tie vote.

ARTICLE VI – DUES

Section 1 The amount of membership dues for all categories of members shall be determined by the Board of Directors.

Section 2 All memberships shall begin on the first day of the month following the Association’s acceptance of the membership dues and application. All membership (other than Life memberships) must be renewed, and all dues paid, every twelve (12) months thereafter.

Section 3 The amount of membership dues will be based on the needs of the Association, to maintain proper funds to supply the members with the items necessary for a successful Association.

Section 4 The Association Treasurer shall deposit all Life membership dues in a special fund called the “Life Membership Fund.” The Executive Board shall have custody of the Life Membership Fund, invest it, and reinvest it in Class A Securities, all to the best interest of the Life Membership and the Association.

At the beginning of each Association fiscal year, the Executive Board shall transfer to the Association treasury, an amount that they determine is necessary to cover the Association’s cost of maintaining these memberships.

ARTICLE VII – MEETINGS

Section 1 The annual meeting of the members of this Association shall be held at a time and place designated by the Board of Directors. Written notice of said annual meeting shall be posted at least thirty (30) days in advance, as well as printed in the Association’s Newsletter, or other approved publication.

Section 2 Special meetings of the members of this Association may be called by the Board of Directors or President by giving at least thirty (30) days’ notice of the time, place, and purpose of such meeting.

Section 3 The members in attendance at any annual or special meeting of this Association shall constitute a quorum, provided that a majority of the current officers or Board of Directors is also present.

Section 4 The Board of Directors shall meet at least two (2) times during the fiscal year, once in the Spring and once in the Fall. Meetings of the Board of Directors shall be held at such time and place as may be, from time to time, fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. A

Board of Directors meeting may be placed on the agenda of the annual meeting of the members if deemed necessary for the transaction of Association business. A simple majority shall constitute a quorum at all Board of Directors meetings.

Section 5 The Secretary shall call a special meeting of the Board of Directors upon request of either the President or any three (3) delegates.

ARTICLE VIII – CONDUCT OF MEETINGS

Section 1 All meetings of this Association shall be conducted under procedures prescribed in Robert’s Rules of Order.

Section 2 The order of business for all meetings, except the annual general membership meeting, shall be:

- I. Call to Order;
- II. Welcome & Overview (without comments);
- III. Roll Call;
- IV. Approval of Agenda;
- V. Minutes of Previous Meeting;
- VI. Treasurer’s Report & Payment of Bills;
- VII. Communications;
- VIII. Standing Committee Reports (except Trails);
- IX. Other Committee Reports;
- X. Old Business;
- XI. New Business;
- XII. (XII) Trails & Advisory Committee Reports;
- XIII. Public Comment;
- XIV. Time & Location of Next Meeting;
- XV. Adjournment.

ARTICLE IX – COMMITTEES & BOARDS

Section 1 The Standing Committees of this Association shall consist of: (I) Legislation; (II) Trail Coordination; (III) Membership; (IV) Publications.

Section 2 Special Committees may be authorized by the Board of Directors or appointed at the will of the President.

Section 3 The General Membership may serve on any Standing Committee. The President shall appoint chairpersons to each Standing Committee.

- (a) Past Presidents may serve on any committee at the will of the President and may serve as chairperson of any committee except Standing Committees, unless the Past President is an elected member of the

Executive Board. Past Presidents can perform all other duties and/or assignments with approval of the Board of Directors.

- (b) The chairperson of each committee will, when necessary, conduct a meeting or his/her committee at least thirty (30) minutes prior to each Executive Board and/or Board of Directors meeting.
- (c) Officers shall be considered members of all committees but shall not serve as chairperson of any committee, except in the absence of the appointed chairperson.

ARTICLE X – ELECTION PROCEDURE

Section 1 Nominations for Officers shall be made at the annual meeting of this Association from the floor, by the membership, as prescribed by these bylaws.

Section 2 For the years subsequent to the initial organization of the Association, a Nominating Committee shall prepare an official ballot for those candidates seeking office.

Section 3 At the annual meeting, a tally committee of at least three (3) members shall be appointed by the Board of Directors, to count the official ballots and announce the names of those elected to office.

- (a) The existing Nominating Committee is charged with this duty.

ARTICLE XI – CONTRIBUTIONS TO OTHER ORGANIZATIONS

Section 1 This Association shall not donate any money to any other organization, whether charitable or non-profit, except as provided in this Article. In the event that it becomes necessary that this Association be dissolved for reasons such as non-participation by its members or lack of funds, then the Association's assets, real and personal, shall be distributed in accordance with Article XII of the Association's Articles of Incorporation.

ARTICLE XII – AMENDMENTS

Section 1 These bylaws may be amended by a majority vote of the membership at the annual or special meeting of the general membership. The voting may be conducted at such meetings provided notice of such changes are provided to the members in the Association's Newsletter or other approved publication at least thirty (30) days prior to such meeting.

The undersigned, as Secretary of the Association, hereby certifies that these amended and restated bylaws were duly adopted at the annual or special meeting of the general membership of the Association, held on 17 October, 2020 duly called for the purpose of adopting these bylaws, and proper notice given thereof.

Secretary