BY -Laws

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Of

Shawnee Snow-Chiefs, Inc.

Revisions:

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# ARTICLE I – NAME

The name of this organization shall be: Shawnee Sno-Chiefs. Shawnee Sno-Chiefs is

the assumed name as applied for pursuant to section 130 of the General Business Law

filed with the State of New York on XXlXXlXX, and is operating under the corporate

name of Shawnee Snow-Chiefs, Inc., Incorporated April 18, 1973 under Section 402 of

the Not-For-Profit Corporation Law.

# ARTICLE II – OFFICES

The principal office of the corporation shall be in the Village of Sanborn, County of

Niagara, State of New York. The corporation may also have offices at such other

places within or without this state as the board may from time to time determine or the

business of the corporation may require.

# ARTICLE III – PURPOSES

The charitable purposes for which this corporation has been organized are as follows:

1. To support the maintenance and enhancement of public snowmobile trails in New York State and specifically in Niagara County.
2. To increase public awareness of the need for and value of preserving protecting and managing the natural environment for public uses, including snowmobiling.
3. To encourage conservation of natural resources, including lands and forests, and to promote multiple uses of our lands and forests by the general public.
4. To provide information to the general public about the outdoor activity of snowmobiling, including information about the safe operation of snowmobiles, the safe travel and navigation of lands by means of snowmobiles, and the protection of the environment while using snowmobiles.
5. To by providing support to governmental authorities having jurisdiction over public safety, the environment, and snowmobiling, including cooperating with governmental agencies to maintain and improve public snowmobile trails.

provided, however, that nothing in the foregoing shall be deemed to constitute a purpose described in, Or authorize the corporation to carry on any of the activities set forth m, Section 404(a) through (w) of the Not-for-Profit Corporation Law'.

# ARTICLE IV – MEMBERSHIP

## QUALIFICATION FOR MEMBERSHIP

### Active Membership

1. Member must be at least Eighteen (18) years of age.
2. An official club application is completed in its entirety, with dues paid in full, and filed with the secretary.
3. Member must have all snowmobiles registered as governed by the laws of New York State.
4. Member must, as a minimum, carry liability insurance on all registered

snowmobiles in their possession.

1. Member must participate in club activities and functions to the level

prescribed .by the board of directors and voted upon by the members for an active member.

### Social Membership

1. Member must be at least Eighteen (18) years of age.

b. An official club application is completed in its entirety, with dues paid in full, and filed with the secretary.

c. Member must participate in club activities and functions to the level prescribed by the board of directors and voted upon by the members for a social member.

d. Member must have all snowmobiles registered as governed by the laws of New York State.

e. Member must, as a minimum, carry liability insurance on all registered

snowmobiles in their possession.

### Charter Membership

a. Any current member of the club that joined on or before January 1, 1985 and has maintained their dues current and paid in full since that time are to be considered a charter member.

## MEMBERSHIP

1. Members meeting the qualifications for membership as prescribed above will be considered a “member in good-standing” so long as their membership dues remain current and paid in full.
2. Each membership will be allowed one (1) vote for the purpose of conducting club business regardless of the number of members existing under a given membership.
3. Members wishing to remain “members in good-standing” shall participate in all club activities as set forth by the board of directors and voted upon by the members.
4. Honorary memberships may be granted by the board of directors in recognition of special services provided to the club and/or sport of snowmobiling.
5. Family memberships will consist of households including spouse, significant other, children or couples.
6. Any person existing under an active membership, at the age of Eighteen (18), must join the club.
7. Any member or applicant that is denied membership for any reason will be refunded their dues

## MEMBERSHIP DUES

1. Annual club dues shall be paid to the treasurer at the regular monthly meeting in August of each year or via online membership or other joining options as are available.
2. Current club members failing to pay annual dues by the regular monthly meeting in November of each year shall me dropped from the membership. rolls. Persons dropped from the membership rolls for this purpose shall lose all rights and privileges of club membership
3. Delete this section.
4. Active members shall pay annual dues of $30. Charter members shall pay annual dues of $5. Members that have already joined another club will be accepted as a ‘Secondary ‘ Member and will be charged $24 per year.

Members dropped from the membership rolls that wish to reinstate their membership must submit an application for membership to the club as a new member.

## MEMBERSHIP MEETINGS.

The annual membership meeting of the corporation shall be held on the 1 st Monday in the month of August each year except that if such day were a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating

the time and place of the annual meeting. Regular meetings of the corporation shall be held at 3747 Lockport Road, Sanborn, New York on the 1st Monday of each month, except during the months of May, June and July. In the event the 1 st Monday on the month is a holiday, the regular monthly meeting shall be held on the 2nd Monday of that month.

The presence at any meeting of not less than Fifteen ( 15) members shall constitute a quorum and shall be necessary to conduct business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned

meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon request of any member who has given written notice to the corporation that such request will be made at least ten ( 10) days prior to such meeting . All persons, meeting the membership requirements of Article III - Membership, appearing on such membership roll shall be entitled to vote at the meeting.

## SPECIAL MEETINGS

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## FIXING RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any

meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (l0) days before any such meeting, nor more than fifty (50) days prior to any other action.

## ACTION BY MEMBERS WITH A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action to be taken, signed ·by all members entitled to vote thereon.

## PROXIES.

Every member entitled to a vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months form the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

a. Reading of the minutes of the preceding meeting.

b. Reports of officers.

c. Reports of committees.

d. Old and unfinished business.

e. New Business.

f. Adjournment.

# ARTICLE V – DIRECTORS

## MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of directors. The board shall consist of not less than five (5) directors but no more than seven (7) directors. Each director shall be at least Eighteen (18) years of age.

Officers of the corporation may also co-exist as directors for the purpose of conducting business of the corporation.

## ELECTION AND TERM OF DIRECTORS

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

## INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by a vote of the majority of all the directors. No decrease in the number of directors shall shorten the term of any incumbent director.

## NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate if incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his / her predecessor.

## REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by a vote of the members.

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## RESIGNATION

A director may resign at any time given written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## QUORUM OF DIRECTORS

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business.

## ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one (l) vote .

## PLACE AND TIME OF BOARD MEETINGS

The board may hold its meetings at the office of the corporation or at other such places, either within or without the state, as it may from time to time determine.

## REGULAR ANNUAL MEETINGS

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

## NOTICE OF MEETING OF THE BOARD, ADJOURNMENT

Regular meetings of the board maybe held without notice at such time and place, as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three (3) days' notice to each director either personally or by mail, electronically, or by wire; special meetings shall be called by the president or by the secretary in alike manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to other directors.

## CHAIRMAN

At all meetings of the board, the president, or in his absence, a chairman chosen by the board shall preside.

## EXECUTIVE AND OTHER COMMITTEES

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three (3) or more directors. Each committee shall serve at the pleasure of the board.

## COMPENSATION

No director of the corporation shall receive, directly or indirectly, salary, compensation or emolument from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred m effecting one or more of the corporate purposes of the corporation.

## ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee

## PRESENCE AT THE MEETING BY TELEPHONE.

One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting by such means shall constitute presence in person at the meeting as long as all persons participating m the meeting can hear each other at the same time and each director can participate m all matters before the board.

# ARTICLE VI – OFFICERS

## OFFICES, ELECTION, TERM

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

### PRESIDENT

The president shall be the chief executive officer of the corporation and a member of the board of directors; he shall preside at all meetings of the members and of the board; he shall have general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### VICE-PRESIDENT

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties, as the board shall prescribe.

### TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the

president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

### ASSISTANT TREASURER

During the absence or disability of the treasurer, the assistant treasurer, or if there are more than one (1), the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

### SECRETARY

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of

all persons who are members of the corporation, showing their places of residence and the time when they became members.

### ASSISTANT-SECRETARIES

During the absence or disability of the secretary, the assistant-secretary, or if there are

more than one, the 'one so designated by the secretary or the board, shall have all the

powers and functions of the secretary.

SURETIES AND BONDS

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and the accounting for all property, funds or securities of the corporation which may come into his hands.

1. REMOVAL, RESIGNATION, SALARY

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the office of the president and secretary. The salaries of all officers shall be fixed by the board.

# ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

# RIGHT OF INDEMNIFICATION.

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

### ADVANCEMENT OF EXPENSES'

Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding 01, if such a quorum is not obtainable, then approval by the Voting Members To the extent permitted by law, the Board of Director’s or, if applicable, the Voting Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

### AVAILABILITY AND INTERPRETATION:

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

### OTHER RIGHTS.

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

### SEVERABILITY.

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

# ARTICLE VIIICORPORATE FINANCE

# CORPORATE FUNDS.

The funds of the corporation shall be deposited m its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or officers, agent or agents, employee 01 employees as the Board of Directors from time to time may designate. No officers, agents or employees of the corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided m this section.

# FISCAL YEAR.

The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors

# LOANS TO DIRECTORS AND OFFICERS.

No loans shall be made by the corporation to its directors and officers,

# GIFTS.

The Board of Directors, the executive committee or any authorized officer, employee or agent of the corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the corporation.

# VOTING OF SECURITIES HELD BY THE CORPORATION.

Stocks or other securities owned by the corporation may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the President as he or she shall determine.

# INCOME FROM CORPORATION ACTIVITIES.

All income from activities of the corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the corporation

# ARTICLE IX – SEAL

The seal of the corporation shall be in such form as may be determined from time to time by the Board of Directors

# ARTICLE X – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern,

# ARTICLE XI – AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote during any regular or special meeting of the corporation. By-laws may also be adopted, amended or repealed by the board of directors, but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed together with a concise statement of the changes made.

The following are amendments to the by-laws arranged by date of adoption:

1. None.