

# CHAUTAUQUA LAKE SNOWMOBILE CLUB, INC.

## BY-LAWS

as of 08/16/2023

### ARTICLE I - MISSION

Section One This said organization shall be known as the Chautauqua Lake Snowmobile Club, Inc. a not-for-profit Corporation having its principal office in the Town of Chautauqua, New York.

Section Two Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Additionally, the object of this organization shall be to provide everyone in the regional area with access to snowmobile functions and facilities.

### ARTICLE II – MEMBERSHIP

Section One All persons interested in snowmobiling shall be eligible for membership. Memberships run from May 1<sup>st</sup> through April 30<sup>th</sup> of the following year.

Section Two A “Family Membership” is defined as the person listed as the registration name on the membership application of at least eighteen (18) years old, plus husband, wife, or significant other, plus all children under the age of eighteen (18) years old residing in the household and listed on the application. A “Family Membership” begins May 1<sup>st</sup> or whenever the annual membership dues are paid, whichever occurs later. All “Family Memberships” end on April 30<sup>th</sup> regardless of when the membership dues are paid. The club only offers “Family Memberships”.

Section Three A “Member in Good Standing” is defined as each person within a “Family Membership”.

Section Four A “Voting Member” is defined as each “Member in Good Standing” within a “Family Membership” who is at least eighteen (18) years old.

Section Five No refund of annual membership dues after the application is processed.

### ARTICLE III – OFFICERS

Section One The officers of the club shall consist of:

- President
- Vice-President
- Secretary
- Treasurer
- Seven (7) Board of Directors

Coordinator positions are documented in the club’s *Policies and Procedures Manual*. Coordinators are elected in a similar manner as officers and directors.

- Section Two The club shall accept and receive all final nominations for officers and directors at the second regular meeting in April. To be nominated with no special consideration to race, color, religion, nationality, sex, age (18 years of age or older), or economic status.
- Section Three Officer eligibility: Any prospective officer must be a “Member in Good Standing” of at least eighteen (18) years of age. In order to maintain a consistent and knowledgeable leadership, the club requires that any prospective officer to have attended a minimum of seven (7) of the twenty-one (21) regular club meetings during the previous twelve (12) months before elections.
- Section Four Board of Directors eligibility: Any prospective director must be a “Member in Good Standing” of at least eighteen (18) years of age. In order to maintain a consistent and knowledgeable leadership, the club requires that any prospective director to have attended a minimum of seven (7) of the twenty-one (21) regular club meetings during the previous twelve (12) months before elections.
- Section Five The officers and directors of this club shall be elected by majority at the first regular meeting in April. To be chosen with no special consideration to race, color, religion, nationality, sex, age (18 years of age or older), or economic status. The club requires that any person voting to be a “Voting Member”. “Voting Members” must be physically present to vote in the elections.
- Section Six Officer and/or director vacancies occurring between elections must be filled by appointment followed by an approving majority vote of the Board of Directors.

#### **ARTICLE IV – DUTIES OF OFFICERS AND DIRECTORS**

- Section One Common Duties:  
Shall follow all club policies and procedures as appropriate.  
Shall receive no compensation other than fair reimbursement of club-related expenses as determined by the Board.  
Shall be bonded.  
Shall turn over all club properties and records to their successor at end of term.
- Section Two President:  
Shall report to the Board of Directors.  
Shall preside at all meetings of the club, conduct the meetings according to the rules adopted, enforce the by-laws, decide all questions of order, sign all official documents that are adopted by the club and none other, and perform all other customary duties pertaining to the office of President.  
Shall serve as a voting ex-officio on the Board of Directors.  
Shall be a member ex-officio of all committees, call special meetings at own discretion or when requested to do so, in writing, by five (5) members.  
Shall attend monthly Chautauqua County Federation of Snowmobile Clubs meetings.  
Shall make all public announcements from office of President.  
Shall be the focal point between the club and the webmaster. All changes to the club website [www.chautauquasnow.com](http://www.chautauquasnow.com) go through the Club President to the webmaster.
- Section Three Vice-President:  
Shall report to the President.  
Shall assume all the duties of the President in the absence of the latter.  
Shall serve as a voting ex-officio on the Board of Directors.

Shall also hold the title of Trail Coordinator.  
Shall obtain all necessary trail related permits.  
Shall assume duties of Trail Coordinator and work with Trail Captains to solve any problems in a diplomatic way.  
Shall oversee Trail Captains.

Section Four Secretary:

Shall report to the President.  
Shall serve as a voting ex-officio on the Board of Directors.  
Shall keep a written record of the proceedings of all meetings.  
Shall handle the OPRHP's Trail Grant-In-Aid and any other grants.  
Shall ensure that all information (groomer log sheets, appropriate bills and checks) relating to Trail Grant-In-Aid is entered into the Automated Trail Grant Program (ATGP) on a timely basis.  
Shall maintain both the *Club By-Laws* and *Policies and Procedures Manual*.

Section Five Treasurer:

Shall report to the President and Chairperson of the Board.  
Shall receive all monies paid to the club and make all deposits to the bank.  
Shall keep an accurate account of all monies received and expended.  
Shall keep up property and equipment insurance.  
Shall provide a spreadsheet-type document at the board meeting on the 3<sup>rd</sup> Wednesday of every month for the previous month and year-to-date totals.  
Shall pay no bill without proper authorization by the Board of Directors or membership.  
Shall be the contact point with the club's accountant and work with the accountant.  
Shall ensure that the club's taxes and 501(c)(3) related materials are prepared on-time.  
Shall provide the Secretary and Board of Directors with copies of appropriate bills and checks monthly.

Section Six Board of Directors:

Shall be responsible for overall policy and direction of the club.  
Shall consist of seven (7) members voted by the general membership at the second meeting in April.  
Shall have terms of two (2) years. Four (4) members to be elected in even numbered calendar years. Three (3) members to be elected in odd numbered calendar years.  
These elections are staggered so that only approximately one-half (1/2) the board is elected at any given annual vote.  
Shall require four (4) of the seven (7) board members present to make a quorum to conduct business.  
Shall elect their own Chairperson by majority vote of Board.  
Shall elect their own Vice-Chairperson by majority vote of Board.  
Shall oversee the care and/or purchase and/or sale of all property and equipment owned by the club.  
Shall review every officer, their duties, and performance.  
Shall share with the President the authority to call any special meeting for a subject that cannot wait for a regular meeting of the membership.  
Shall approve all official business at an official meeting with four (4) of seven (7) Board members.  
Shall use the President to make any necessary tie-breaking vote.  
Shall have ultimate voice in any/all decisions involving discrepancy.

**ARTICLE IV – MEETINGS**

Section One The annual meeting of this organization shall be held on the second regular meeting night of April each year at the organization's headquarters.

Section Two The regular meetings shall be held on the 1<sup>st</sup> and 3<sup>rd</sup> Wednesday of each month during the months of April through March. However, there will be no regular meetings scheduled on the 1<sup>st</sup> Wednesday from June through August. The regular meetings will take place at 7:30 pm at the clubhouse. Special meetings shall be called by the President or by the Board Chairperson and shall state the nature of the business to be transacted at the special meeting. At all meetings, not less than five (5) members shall constitute a quorum for the transaction of the business at the clubhouse on Hannum Road, Mayville, NY.

Section Three Board Meetings will be held on the 3<sup>rd</sup> Wednesday of the month at the clubhouse at 6:00 pm during the months of May through April. Officers and Board Members only.

Section Four All meetings shall be conducted consistent with the by-laws and Robert's Rules of Order. If in conflict, the by-laws apply.

## **ARTICLE VI – DUES**

Annual dues shall be \$35.00 per person or per immediate family. The club, by a majority vote of those present at any regular meeting, may levy upon the general membership dues or assessments as shall be deemed necessary for the business of the organization.

## **ARTICLE VII – AMENDMENTS**

The By-Laws may be amended by a two-thirds (2/3) vote of those present after due notice of thirty (30) days to all members. Proposals for amendments shall be submitted in writing at a regular meeting and shall be reviewed by an ad hoc committee on by-laws who recommend adoption or rejection, and shall be voted on at the next regular meeting after the thirty (30) days notice.

## **ARTICLE VIII – COMMITTEES**

The President may appoint such committees as the President deems necessary for the purpose of carrying on all club activities, programs, and for gathering information for presentation to the membership.

## **ARTICLE IX – PUBLICITY**

All publicity must go through the President for approval and will be sent in the President's name.

## **ARTICLE X - CONFLICT OF INTEREST POLICY**

Every club officer and director shall review the *Conflict of Interest Policy* and sign an acknowledgement of receipt prior to the beginning of their term. No officer or director shall serve without signing such acknowledgement.

## **ARTICLE XI – EARNINGS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization 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)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE XII – 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, in accordance with and to the fullest extent permitted by the General 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 the 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, such as law or regulations may be amended from time to time.

## **ARTICLE XIII – DISSOLUTION**

Upon the dissolution of the Organization, assets shall be distributed for exempt purposes within the meaning of the section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be sold, debts paid, and any balance shall be distributed to a non-profit organization designated by a majority of the club membership. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such Organization or Organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

By-Laws as of 08/16/2023 were duly adopted by majority vote on 09/20/2023

This supersedes the previously revised By-Laws of 12/21/2022 (*posted online January 2, 2023*)

This supersedes the previously adopted By-Laws of 08/05/2020

This supersedes the previously adopted By-Laws of 11/05/2014

This supersedes the previously adopted By-Laws of 07/11/2007