

BYLAWS

Pennsylvania State Snowmobile Association, Inc.
As Amended March 31, 2007

Article I: Name & Purpose

Section 1 Name: The name of this association shall be the Pennsylvania State Snowmobile Association, Inc.

Section 2 Purpose: Purpose of the Pennsylvania State Snowmobile Association:

- a) Stimulate and advance the general welfare of snowmobiling.
- b) Advocate for the interests of snowmobiling and snowmobilers in Pennsylvania.
- c) Develop a fraternal spirit among local snowmobilers and other winter sport enthusiasts.
- d) Provide a medium for exchange of snowmobiling information.
- e) Own or lease property for association uses.
- f) Educate and instill a responsibility for safety for the snowmobile operator and general public.
- g) Actively seek and support the preservation and protection of our natural resources and the environment, through responsible use of snowmobiles.

Section 3 Location: The home office of the Pennsylvania State Snowmobile Association shall be maintained within the State of Pennsylvania at the discretion of the Board of Directors.

Section 4 Corporate Nature: The Association shall be a non-profit organization.

Section 5 Meeting Process: The Association shall be guided by Robert's Rules of Order.

Article II: Membership

Section 1 Membership Categories: Membership categories in the Association shall be:

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|---------------|----------------------------------|
| a) Family | e) Dealer and Accessory Supplier |
| b) Individual | f) Snowmobile Manufacturer |
| c) Associate | g) Honorary |
| d) Club | |

Section 2 Eligibility:

- a) Family: A family membership shall be open to interested families including children through the age of sixteen.
- b) Individual: An individual membership shall be open to all interested individuals over the age of 16.
- c) Associate: An associate membership shall be open to a person, group, or business interested in, and/or promoting the sport of snowmobiling.

- d) Club: A club membership shall be open to any organized snowmobile club promoting the sport of snowmobiling and meeting minimum standards as may be recommended by the Board of Directors and approved by the Membership. Any club whose entire membership belongs to PSSA shall have its dues waived.
- e) Dealer and Accessory Suppliers: A dealer and accessory supplier membership shall be open to interested dealers and accessory suppliers who sell and service snowmobiles, parts and accessories.
- f) Snowmobile Manufacturers: Membership shall be open to firms engaged in the manufacture of snowmobiles.
- g) Honorary Members: Honorary members may be nominated by any PSSA member but must be elected by majority vote of the Board of Directors.

Section 3 Voting Privileges:

- a) Each active Individual Member shall be entitled to one vote at the Annual General Membership Meeting.
- b) Each adult Family Member shall be entitled to one (1) vote at the Annual General Membership Meeting.
- c) Clubs, Associate Members, Dealers & Accessory Suppliers, Snowmobile Manufacturers and Honorary Members shall not have voting privileges.

Section 4 Qualification & Rights of Members: The Board of Directors may establish the qualifications and rights of members.

Section 5 Application for Membership: Application for membership shall be made in writing on the appropriate form containing an agreement by the applicant to abide by the ByLaws and Rules & Regulations of the Association.

Section 6 Termination of Membership:

- a) A Member may resign from the Association at any time.
- b) Membership in the Association shall be terminated for non-payment of dues. Termination of membership of any member shall not release him or her from obligation to pay all dues and other amounts owed to the Pennsylvania State Snowmobile Association to the end of the period of membership
- c) Membership may also be denied or terminated by the majority vote of the Board for any reason whatever deemed to be prejudicial to the best interests of the Association. Such termination may be appealed to and heard by the Board of Directors.

Article III: Governance & Management

Governance of the Association is vested in the Board of Directors who shall be responsible for overall policy and direction and may delegate responsibility for day-to-day management to staff and committees.

Article IV: Board of Directors

Section 1 Composition of the Board: The Board of Directors will consist of seven (7) Directors and twelve (12) Regional Directors. They are elected as follows:

- a) Directors: Elected by a majority vote of the members present at the Annual General Membership Meeting for a term of three (3) years.
- b) Regional Directors: Nominated in writing by Member Clubs within the Region prior to the Annual General Membership Meeting, subject to ratification by majority of Elected Directors, to serve a term of three (3) years.

Section 2 Vacancies: In the case of vacancies occurring on the Board of Directors by reason of death, resignation, or otherwise, the remaining Directors may, at their option, by majority vote elect a successor or successors for the unexpired term(s).

Section 3 Absences:

- a) All Directors will be expected to attend two-thirds (2/3) of the regularly scheduled Directors' meetings. Board Members having two (2) consecutive unexcused absences may be removed from the Board by vote of the Board of Directors.
- b) An unexcused absence occurs when the Director fails to notify PSSA of his/her inability to attend in advance of a meeting.

Section 4 Quorum: At least nine (9) Directors shall be present to constitute a quorum for transaction of Association business.

Section 5 Meetings:

- a) Meetings of the Board of Directors shall be held at such time and place as may be fixed by Resolution of the Board of Directors or as may be specified in the notice of the meeting.
- b) Upon request of the President or any three (3) Directors, the Secretary shall call a special meeting of the Board of Directors.

Article V: Committees

Section 1 Formation of Committees:

- a) The Board may create committees as needed for work or projects undertaken by the Association.
- b) There shall be five (5) standing committees - Executive, Finance, Trails, Public Affairs, and Safety.
- c) The President shall appoint all committee chairs.
- d) Committee chairs should be members of the Board of Directors.
- e) With the exception of the Executive Committee, the Board of Directors may appoint other Association members to committees or change the membership in such committees or delegate authority to the Association President.
- f) The Board of Directors shall have the power at any time to discharge any committee.

Section 2 Executive Committee:

- a) The Executive Committee shall consist of the Elected Directors of the Board of Directors.
- b) Except for the power to amend the Articles of Incorporation and Bylaws or fill vacancies on the Board, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between regularly-scheduled meetings, subject to the discretion and control of the Board of Directors. The Executive Committee shall promptly report to the Board of Directors all actions taken in carrying out its function. The report may be in the form of summary of its Minutes.

Section 3 Finance Committee:

- a) Chaired by the Treasurer.
- b) Provide leadership to the Board of Directors in its oversight responsibilities relating to fiscal management of Association assets and fiscal policies and procedures.
- c) Review and recommend to the Board an annual budget and financial statements reviewed by an independent accounting firm.
- d) Recommend to the Board policies relating to spending and investment of funds.
- e) Establish, implement and monitor internal controls and procedures that protect the Association's assets.

Section 4 Trails Committee:

- a) Provide leadership to the Board of Directors in its efforts to work with clubs and the various State agencies in building, maintaining and expanding quality trails.
- b) Receives and recommends to the Board candidates for Trail Grants.

Section 5 Public Affairs Committee:

- a) Provides leadership to the Board in areas involving public education, public relations, special events and fundraising.
- b) Oversees essential subcommittees for projects and events designed to build membership, enhance the Association's public image, generate revenue for operations and provide funds for charitable endeavors.

Section 6 Executive Director:

- a) The Board of Directors may employ an Executive Director who will manage the daily affairs of the Association.
- b) The Executive Director shall keep the Board of Directors up to date on matters that affect the Association.

Section 7 Other Personnel:

- a) The Board of Directors may employ other personnel they deem necessary, and for which funds are available, to aid in the management of the Association and may authorize the expenditure of Association funds in any other manner in the proper furtherance of the purpose of the Association.

Article VI: Dues

Section 1 Amount of Dues: The amount of dues shall be determined at the Annual General Membership Meeting, and take affect the following fiscal year.

Article VII : Officers

Section 1 Listing of Officers The officers of the Association shall be:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary

Section 2 Election of Officers

- a) The officers shall be elected from the ~~Board of~~ elected Directors by the Board of Directors at the organizational meeting immediately following the Annual General Membership Meeting.
- b) Vacancies occurring between such elections may be filled for the unexpired term by the Board of Directors at any board meeting.
- c) An officer may be removed by the affirmative vote of two-thirds ($\frac{2}{3}$) of the entire Board of Directors.

Section 3 The President:

- a) The President shall serve as Chief Executive Officer and preside at all the meetings of the Association and of its Board of Directors.
- b) He shall appoint committees as authorized by the Board of Directors, and be a member ex-officio of all committees
- c) Shall carry on those responsibilities assigned to him by the By-Laws and the Board of Directors.

Section 4 The Vice-President:

- a) The Vice-President during the absence or temporary incapacity of the President shall perform the duties and have the powers of President.

Section 5 The Secretary:

- a) The Secretary shall keep, or cause to be kept, all the Association records, other than financial, including Minutes of the meetings, roster of the members, lists of the committees and their members.
- b) Shall give, or cause to be given, notice of all meetings.
- c) Discharge all of the usual secretarial functions required by the Bylaws or by the Board of Directors.

Section 6 The Treasurer:

- a) The Treasurer shall keep, or cause to be kept, the accounts of the Association; and shall have charge of its funds which shall be kept in a bank approved by the Board of Directors and in the name of the Association, subject to withdrawal by checks signed in such manner as may be approved by the Board of Directors.
- b) The Treasurer shall oversee disbursement of funds of the Association in keeping with policies approved by the Board of Directors.
- c) A Treasurer's report shall be prepared for each Board Meeting and an annual review shall be conducted by an Independent Certified Accountant, a report of which shall be presented at the Annual General Membership Meeting.

Section 7 Powers & Duties:

- a) All officers shall have such other powers and duties as are required by law.

Section 8 Insurance:

- a) The Board of Directors shall elect to secure insurance for the Association in such amounts that it deems appropriate and necessary. Directors & Officers Liability coverage shall be a part of this insurance package.

Section 9 Limitations on Liability:

- a) A Director of this Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the Director has breached or failed to perform the duties of office in good faith, in a manner the Director reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 9 shall not apply to the responsibility of liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law and shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty prior to 1/ 27,/1987.

Section 10 Indemnification of Directors:

- a) Subject to the limitations hereinafter set forth, the Association shall indemnify each director, officer, employee or agent at the request of the Association, and the heirs, executors or administrators of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the association, in which such person was involved because of anything such person may have done or omitted to do as a director, officer, employee or agent of the Association or of any organization that such person may have served as a director, officer, employee or agent at the request of the Association, -- but such indemnification can be made only if a Determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.
- b) Said indemnification can be made only if a Determination has been made, with the advice of Counsel for the Association, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in a written opinion: (1) that the director, officer, employee or agent acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and (2) that the amount of the proposed indemnification is reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by the Association under existing law, and (4) that the indemnification shall be made by the Association in an amount stated in the Determination: provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 11 Conflict of Interest:

- a) No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Association.
- b) PSSA Directors, both elected and appointed, shall consider each item of business, where they have a vote or decision-making authority, to determine if a real or perceived conflict exists with the interests of the PSSA. A conflict of interest is defined as any situation in which a member's

decision or votes could substantially and directly affect the member's professional, personal, financial or business interests.

- c) A Director shall immediately disclose to the Board any personal interest which he/she may have in any matter pending before the Association and shall refrain from participation in any decision on such matter. The Board may determine if he/she may be present for deliberation, but he/she shall abstain from voting on the matter.
- d) Any member of the Board, any Committee, Staff and Consultant shall refrain from obtaining a list of members for personal or private solicitation purposes at any time during the term of their affiliation.

Section 12 Dissolution:

In case the Association should disburse, the funds remaining in the account of the Association shall be donated to a non-profit organization, tax exempt under 501(c)(3) of the Internal Revenue Code, selected by the membership.

Article VIII Fiscal Year

Section 1 Fiscal Year: The fiscal year of the Association shall commence on the first day of July and end on the 30th day of June.

Section 2 Pecuniary Interest: This organization will not be conducted for gain or profit and no part of the net earnings shall incur to the benefit of any member.

Article IX Meetings

Section 1 Time & Place: The Board of Directors shall meet quarterly, at a time and place designated by the Board.

Section 2 Annual General Membership Meeting: An Annual General Membership Meeting shall be held, with the Board of Directors and General Membership.

Section 3 Notice of Meetings: Written notices of time and place of the Annual and all other Membership meetings shall be prepared and distributed to the membership.

Section 4 Special Meetings: Special meetings of the Association may be called by the Board of Directors, or by the President. Any group of at least five active members may request a meeting with the Board of Directors by giving fifteen (15) days written notice to the Directors of the time and purpose of such meetings.

Article X Election Procedure

Section 1 Nominating Committee: A nominating committee of at least three persons shall be appointed by the President or by the Board of Directors from the active membership.

Section 2 Candidates: The nominating committee shall place in nomination, candidates for the election to the Board of Directors for each prospective vacancy to be taken from names of active members.

Section 3 Ballots: At the initial organizational meeting, the nominating committee slate of candidates shall be shown on the official ballot, together with the specific terms of years for which each candidate is nominated. The official ballots shall be distributed to the qualified voting members present who shall mark the ballots and deposit them unsigned in the ballot box. A tally committee of two or three members shall be appointed to count the ballots and announce the names of those elected to the Board

of Directors for the various terms.

Section 4 Slate of Candidates: For years subsequent to the initial organization, the nominating committee's slate of candidates for election to the Board of Directors to fill prospective vacancies shall be sent to the PSSA Office at least thirty (30) days prior to the date of the Annual General Membership Meeting. The Secretary shall prepare an official list showing the names of the Nominating Committee's candidates and shall make known such lists, together with a list of the present incumbents, so that the entire active membership shall have sufficient time to study the prospective candidates prior to the election at the Annual General membership Meeting.

Section 5 Installation of the Board: Installation of the Board: The Directors shall assume their duties at the Board of Directors meeting following the Annual General Membership Meeting after their election.

Article XI Amendments

Section 1 Action on Amendments: The By-Laws may be amended by the affirmative vote of the active members of the Association at the Annual General Membership Meeting, or at a specially-called Membership Meeting.

Section 2 Proposal for Amendments: Any proposal for a By-Law change must be presented to the Board of Directors at least one Board Meeting prior to the Annual General Membership Meeting.

Dates of Prior Revisions:

- T October 1992 as approved by Membership at Fall Membership Meeting.
- T April 2000 as approved by Membership at the Annual General Membership Meeting.
- T April 2005 as approved by Membership at the Annual General Membership Meeting.
- T March 31, 2007 as approved by Membership at the Annual General Membership Meeting