

WINDHAM DRIFTERS SNOWMOBILE CLUB
BYLAWS
Amended and Restated
JANUARY 2022

ARTICLE I
Organization

Section 1: Name

The name of this Corporation shall be the Windham Drifters Snowmobile Club (WDSC). Its location and principal office shall be in Windham, Maine in the county of Cumberland and the state of Maine.

Section 2: Affiliation

This corporation shall be and hereby is affiliated with the Maine Snowmobile Association (MSA).

ARTICLE II
Purpose

- 1) To advise its members and the general public in the principles of safety in the use of snowmobiles.
- 2) To promote better understanding between snowmobile operators, winter sports enthusiasts, landowners and the general public as to the proper use of snowmobiles and the respect for the property of landowners that are kind enough to allow the use of their land to promote the sport of snowmobiling.
- 3) To encourage the use of snowmobiles. The establishment and maintenance of snowmobile trail networks in a manner that will result in minimal effect to the environment.
- 4) To encourage among its members an appreciation of the natural and scenic areas of state and the need for their protection.
- 5) To coordinate the efforts of its members in the manner relating to the use and ownership of snowmobiles.

ARTICLE III
Membership

Membership in the association shall be open to all persons who are interested in outdoor activities through the use of snowmobile trails. Membership shall be divided into classes as follows.

Section 1: Family Membership:

Family membership includes married couples and any domestic partnerships. They are allowed two individual adult members and are accorded full participation in all club activities and privileges. They are entitled to one vote each. Dependent children are non-voting members of the club.

Section 2: Business Membership:

Business Membership shall be open to any business entity wishing to help support the WDSC. The annual dues shall be determined by a vote of the membership at any regular business meeting. The WDSC shall retain all but the amount required by the MSA for membership. Voting rights shall be the same as set forth for a family membership.

**ARTICLE IV
Meetings**

Section 1: Annual Meeting:

The annual meeting of the corporation for the purpose of electing directors and officers shall be held on the second Monday in the month of September each and every year except if such day be a legal holiday, then and in that event, the President shall fix the day but it shall not be less than 15 days nor more than 30 days from the date fixed by these By-Laws. The Secretary shall cause to be mailed either by mail, e-mail or website/social media posting, to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. Such meeting will be held at some location within the Town of Windham as designated by the President.

Section 2: Monthly Business Meetings

Monthly business meetings will be held for purposes of continuing and new business financial reports and operations of the club. They will be held on the second Monday of each month, August to May, except if such day be a legal holiday, then and in that event, the President shall fix the day but it shall not be less than 15 days nor more than 30 days from the date fixed by these By-Laws. The Secretary shall cause to be mailed either by mail, e-mail or website/social media posting, to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such monthly business meeting. Such meeting will be held at some location within the Town of Windham as designated by the President. The Club may vote to cancel a meeting when there are no required activities to act upon.

Section 2: Special Meetings:

Special meetings of the membership may be called by the President at any time and the President shall call a special meeting at the written request of Three (3) members stating the object thereof. Upon receipt of such request the President shall forthwith cause the Secretary to issue notice to the membership as to the time, place and object of said meeting. Said meeting shall be held not less than 15 days nor more than 30 days after the receipt by the President of request thereof. No business not related to the object stated in the request will be transacted at said special meeting. At least ten (10) day notice must be communicated to the membership either by mail, e-mail or web site posting prior to said special meeting.

ARTICLE V

Voting

Section 1: Voting:

All motions brought before a general or special meeting and seconded shall require an affirmative vote of fifty-one (51) percent of those present and voting and are qualified to vote as specified in Article III. All votes shall be considered valid unless contested at the time of the vote is taken. Any eligible voting member is entitled to one vote each.

Members shall be allowed to cast an absentee ballot in advance of a business meeting.

Absentee ballots are only valid for the business as stated on the ballot.

Absentee Ballots will be made available at least 5 days prior to a business meeting and submitted to the Secretary before the start of the meeting.

Section 2: Proxies:

No voting by proxy shall be permitted at any meeting of the corporation.

ARTICLE VI

Directors

Section 1: Number/How Elected/Term:

The business of this corporation shall be managed by a Board of Directors composed of three (3) members, together with the officers of the corporation. Of those elected initially to serve as directors, one (1) shall serve for a three year term, one (1) shall serve for a two year term, and two (1) shall serve for a one year term. There shall be one (1) alternate director elected by the members to serve a term of one year. In the event any director cannot fulfill the duties of his/her position an alternate director shall be utilized to serve the remainder of the unfulfilled term. In the event of a vacancy on the board, an additional alternate shall be elected at the next regular club meeting. The trail master shall attend directors meetings as an Ex-Officio member without vote unless he/she is an officer. After the initial terms expire the board of directors shall be elected to three year terms.

Section 2: Offices of the Board:

Immediately following an annual meeting of the corporation the board of directors shall meet and elect from their members a chairperson and a secretary. The chairperson shall preside at all meetings of the board and the secretary shall keep the minutes of such meetings.

Section 3: Duties:

The board of directors shall be called upon to consider, advise and decide on issues brought before them in the best interest of the corporation as a whole. Only those

directors present at any meeting, either in person or by video conferencing, shall be entitled to vote. There will be no voting by proxy.

Section 4: Quorum

A minimum of two (2) directors and/or alternates shall constitute a quorum of those present at any regular meeting of the board of directors and A minimum of two (2) Officers at any monthly business meeting.

Section 5: Vacancies

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

**ARTICLE VII
Officers**

Section 1: Term and Qualifications:

The corporation shall annually elect a President, Vice President, and Secretary/Treasurer. Officers shall serve for a term of one year or until the election of their successors. All officers must be active members of said corporation.

A) President:

The President shall be the Chief Executive and Administrative Officer of the Corporation. The President shall preside at all general membership meetings of the Corporation. The President shall be Ex-Officio member of all boards and committees.

B) Vice President:

The Vice President shall in the absence or disability of the president, have and exercise all the powers of the president. The Vice President shall have other duties as the President may from time to time prescribe.

C) Treasurer/ Secretary:

The treasurer shall keep the accounts and have charge of the funds and financial records of this corporation. The treasurer shall render a complete and detailed report of the financial conditions of the corporation to the members at all regular meetings. The Secretary shall keep an accurate record of the meetings of this corporation. The Secretary shall give notice of all regular meetings ten (10) days in advance, shall notify persons of their election or removal from membership and shall conduct formal correspondence of this corporation as directed by the President. The Secretary shall have custody of the minute book and other secretarial records of this corporation to include director meeting minutes.

Section 2: Appointed Positions:

The board of directors and officers shall appoint the following positions, they shall be directed by the president.

A) Trail Master:

The trail master shall have the responsibility for the following: Implement programs to coordinate the trail development activities of the area and to develop a program for the implementation, coordinating and financing of an interconnecting trail system. Grooming operations, maintenance of club equipment and training in the proper use of club equipment shall be coordinated by the trail master and as appointed by his/her trail assistants.

B) Landowner Relations Coordinator:

Landowner relation position will coordinate the yearly permissions needed for each trail and property that trail crosses. This person will work closely with the trail master and when needed work a landowner to resolve concerns.

C) Membership Coordinator:

The membership coordinator function as the liaison between the organization and its members. This includes answering queries, providing information, sending out renewals and maintaining membership records.

D) Web Master:

The position of webmaster for the WDSC shall create and maintain the club website and other electronic platform data and information.

E) Events Coordinator:

The events coordinator plans and coordinate events.

F) Fundraising Coordinator

The fundraising coordinator work to raise funds for events and capital campaigns to support the club.

G) Club Reporter

Provides monthly club news reports for the MSA newsletter.

Section 3: Election of Officers:

The officers of this corporation shall be elected by the membership at the annual meeting of this corporation. The nominee with the majority of votes cast shall assume office. If there is only one nominee for an office, the President may waive the requirement of formal balloting and direct the Secretary to cast one ballot for the nominee. The terms of the officers shall be for one year and until their successors are elected. Nominations shall happen at meeting previous to annual meeting by open nominations.

Section 4: Removal of Officers:

Any Officer of this corporation, for the abuse of his/her authority, or for misconduct of office, may be impeached and removed from office by a vote of two-thirds majority of the members present at any regular or special meeting. A charge against any officer of the club must be filed in writing with the corporation Secretary at any regular club meeting and acted/voted upon at the next regular or special meeting. A copy of the charge filed against said officer shall be provided to that officer at least (15) fifteen days before such vote is taken.

**ARTICLE VIII
Committees**

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

**ARTICLE IX
Negotiable Instruments.**

Section 1: Finances/Execution of Documents:

All corporation funds shall be deposited in such bank as may from time to time be designated by the board of directors. All corporation checks shall be signed by the treasurer. The club President may also appoint an assistant to the treasurer for account signing privileges. Financial transactions over \$1,000 shall require the approval of the majority of the board of directors and the officers present at any regular or special meeting. The Club President can approve purchases up to \$5,000 for emergency repairs and other exigent circumstances that must be ratified by approval of the majority of the board of directors and the officers present at the next following monthly business meeting.

Section 2: Execution of Documents

When authorized by the board of directors, the President or Secretary shall execute all documents on behalf of the corporation.

**ARTICLE X
Miscellaneous**

Section 1: Parliamentary Procedures:

The "Roberts Rules of Order" shall govern the conduct of all meetings of the corporation.

ARTICLE XI

Section 1: Amendments to By-Laws:

These By Laws may be amended, except as may be otherwise expressly provided by law or in other sections of these By-Laws or in the Articles of Incorporation, altered, or repealed by a two-thirds vote of the membership present at any regular or special meeting. Notification of proposed change must be given to membership fifteen (15) days prior to said meeting.