

BY-LAWS

BOWDOINHAM SNOWBIRDS

ARTICLE I

Name and Location

1. The name of this non-profit corporation is Bowdoinham Snowbirds. Its location and principal office shall be at Bowdoinham in the County of Sagadahoc and State of Maine.

ARTICLE II

Purpose and Powers

1. The purpose of this corporation shall be social in nature, to wit: To own, maintain and operate social and recreational facilities, including but not limited to clubhouse and snowmobile trails, for the use and benefit of its members; to encourage good fellowship among its members; to promote good will between snowmobile operators, landowners, law enforcement officers and other governmental agencies; to encourage a concern for the environment and its protection; to conduct snowmobile trail rides, and snowmobile activities in accord with applicable law and regulations; to encourage safety and courtesy in snowmobile riding and generally in all ways to advance and improve the great outdoor winter sport and co-exist with other winter activities.

To these ends the corporation shall be empowered: To acquire by gift or purchase, whether in trust or otherwise, to hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incidental to the accomplishment of any of its purpose; to solicit funds, subscriptions, pledges, grants and bequest for its said purpose, to borrow money and issue evidence of indebtedness, and to secure loans by mortgage, pledge or other lien, all in furtherance of its purpose; to apply for, obtain and contract with any governmental agency or private foundation for grants, direct loans or other financial aid and to make any other contract in furtherance of its said purpose; and to take such other and further actions as may be necessary for the accomplishment of its said purpose and is consistent with the specific limitations of its powers hereinafter recited.

PROVIDED, HOWEVER, that no part of the net earnings of the corporation shall inure to the benefit of or to be distributed to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay distributions in furtherance of its purpose herein before set forth.

PROVIDED, FURTHER, that no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of an candidate for public office.

PROVIDED, FURTHER, that notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or corresponding provision or any future United States Internal Revenue Law).

PROVIDED, FURTHER, that upon the dissolution of the corporation, that Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, dispose of all assets of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively to such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE III

Membership Dues

1. Membership is open to any person of good character and in sympathy with the purpose of the corporation upon application to the secretary and payment of one year's dues.
2. Membership may include husband and wife and their children under 18 years of age.
3. Active membership is available to all persons qualified under Article III, 1.
4. Each member 14 years and older shall be entitled to one vote at all meetings of the corporation except, however, a member must be eighteen or older to hold office in said corporation.
5. For the purpose of establishing club membership eligibility, a supporting business member and a club member shall not be considered one and the same, however, should a supporting business member wish to become a club member his/her MSA and club membership dues may be paid by the club from the supporting business dues.

6. If a member, while operating a snowmobile, violates any law or regulation or commits any act, which could reflect on the integrity of the corporation, the membership may be terminated by a majority vote of the general membership.
7. Dues. The annual dues for members shall be ten dollars (\$10.00) plus MSA annual dues per year, payable on or before the 30th day of September in each year.

ARTICLE IV

Meeting of Membership

1. Annual Meeting. The annual meeting of this corporation for the purpose of electing directors and officers shall be held on the 3rd Wednesday of March in each year, except that if such a day is a legal holiday, such meeting shall be held on the business day next following. Such meeting shall be held at some place within the Town of Bowdoinham designated by the President. Officers and Directors elected at this meeting will assume their post at the next regularly scheduled meeting.
2. Special Meeting. Special meetings of the membership may be called by the President at any time and shall be called by him/her at the written request of five (5) members stating the object thereof. Upon receipt of such request the President shall forthwith cause the Secretary to issue notice to the membership stating the time, place and object of such meeting, which shall be held no later than twenty-one (21) days after receipt by President of request thereof. No business not related to the object stated in request shall be transacted thereat.
3. Quorum. A quorum for voting purposes at any meeting of the membership shall be one-fifth (1/5) of the membership at the time of the call of the meeting, however, a loss interest may adjourn the meeting.
4. Proxies. No voting by proxy shall be permitted at any meeting of the corporation.
5. After the Annual Meeting, the Board of Directors will meet as soon thereafter as practicable at which time they may organize said Board and make such by-laws as they deem proper for their own regulations and transact such business as may properly come before them.

ARTICLE V

Officers

1. Number and designation. The management and the administration of this corporation shall be entrusted to four (4) officers, i.e.; President, Vice President, Secretary and Treasurer. (He, meaning he, or she.)
2. President. The President shall be the chief executive and administrative officer of the corporation. He shall preside at all meetings of the corporation.
3. Vice President. The Vice President shall, in absence of or disability of the President, have and exercise all the powers of the President. He shall have such other and further duties as the President may from time to time prescribe.

4. Secretary. The Secretary shall keep an accurate record of the meetings of this corporation. He shall give notice required by these by-laws of all such meetings. He shall notify persons of their election to or removal from membership, and shall conduct the formal correspondence of this corporation. He shall have custody of the minute book and other records of the corporation.
5. Treasurer. The Treasurer shall keep the accounts and have charge of the funds of this corporation. He shall render a written report of the financial conditions of this corporation to the membership at its annual meeting.
6. Committees; absences. The President may from time to time appoint from the membership such committees as in his judgment shall be necessary to further the purpose of this corporation. Appointed committee leaders may include, and are not limited to Trail Master, Assistant Trail Master, Webmaster and etc. In case of absence or inability to act of either the Secretary of the corporation or the Treasurer, the President may also appoint a Secretary or Treasurer pro tem.
7. Election of Officers. The officers of this corporation shall be elected by the membership at the annual meeting of this corporation. A nominating committee of at least three persons shall be appointed by the President one month prior to the annual meeting and with the approval of the Board of Directors. From the nominees for each office the one receiving the highest number of votes cast shall assume that office. If there is no more than one nominee for each 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 President, Vice President, Secretary, and Treasurer shall be two years or until their successors are elected.

ARTICLE VI

Board of Directors

1. Number, how elected, term. The governing body of this corporation shall be a Board of Directors composed of seven (7) persons. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and 3 elected directors. Of those elected initially to serve as directors, one shall be elected for a term of three years, one for two years, and one shall be elected for a term of one year. Thereafter all directors shall be elected at the annual meeting of the corporation for a term of three years or until their successors are elected. In event of a vacancy on the board, the remaining directors may choose a person from the membership of the corporation to fill un-expired term.
2. Officers of the Board. Immediately following the annual meeting of the corporation the Board of Directors shall meet and elect from their number a Chairman and a Secretary. The Chairman shall preside at all meetings of the Board and the Secretary shall keep the minutes of such meetings.
3. Meetings. The Board of Directors shall meet at the call of the Chairman of the Board. Special meetings shall be called by the Chairman of the Board at the written request of three (3) members stating the object thereof. Upon receipt of such, Board of Directors stating the time, place and object of such special meeting, which shall be held not later than five (5) days after receipt by the

Chairman of request therefore. No business not related to the object stated in the request shall be transacted thereat.

4. Quorum. A quorum for voting purpose at any meeting of the Board of Directors shall be two-fifths (2/5) of its members, however a less interest may adjourn the meeting.
5. Proxies. No voting by proxies shall be allowed at any meetings of the Board of Directors.
6. Notice. Written or telephone notice of all meetings of the Board of Directors shall be given by the Secretary to each Board member at least five (5) days before the date fixed for such meeting. Notice shall be deemed given if mailed.

ARTICLE VII

Execution of Documents

1. Finances. All corporate funds shall be deposited in such bank as may from time to time be designated by the Board of Directors. Corporate checks shall be signed by the Treasurer.
2. Execution of documents. When authorized by the Board of Directors, the President shall execute all documents on behalf of this corporation.
3. Official documents. Paper copies and electronic files of official documents shall be maintained by the President, Secretary, and Treasurer. All meeting minutes and official documents shall also be posted by the Webmaster on the corporation website.

ARTICLE VIII

Affiliation

1. This corporation shall be 100% affiliated with the Maine Snowmobile Association.

ARTICLE IX

Seal

1. The seal of this corporation shall be the first circular metal die with the name of this corporation, the year of its incorporation, and the word "Maine" incised thereon.

ARTICLE X

Amendments

1. The certificate of organization of this corporation and these by-laws may be amended by two-thirds (2/3) vote of the membership, provided the substance of each amendment has been included in the notice of the meeting.

2. These by-laws may be amended at any meeting throughout the year, provided the substance of each amendment is presented with not less than 30 days review prior to vote by the membership.

First reading: April 20, 2011

Amended and approved: September 21, 2011