

ARTICLE I

NAME PURPOSE

Section 1. *Name*

The name will be **RANGELEY LAKES SNOWMOBILE CLUB. INC.**

Section 2. *Purpose*

The purpose of the Rangeley Lakes Snowmobile Club, Inc., known as RLSC, is to promote the safe and lawful operation of snowmobiles within the designated RLSC trail system.

The RLSC will actively build, maintain, and unify membership by promoting snowmobiling as a sport and providing service, education and guidance to snowmobilers, the general membership and the public.

To the greatest extent possible, the RLSC shall encourage and assist cooperation and communication with landowners other sport enthusiasts, the MSA, law enforcement officials and any other agencies necessary to preserve snowmobiling for future generations.

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 purposes; to solicit funds, subscriptions, pledges, grants and bequests for its said purposes; to borrow money and issue evidence of indebtedness, and to secure loans by mortgage, pledge or other lien, all in furtherance of its said purposes; 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 purposes; and to take such other and further actions as may be necessary for the accomplishment of its said purposes and not inconsistent with the specific limitations of its powers hereinafter recited.

ARTICLE II
MEMBERSHIP

Section 1. *Membership*

Membership, meaning an individual membership consisting of one individual person or family membership, consisting of two or more persons in one family.

A MSA Supporting Business membership is not a voting member.

Membership may consist of any natural person(s) being at least 15 years of age. Partnerships, trusts, and corporations are eligible for voting membership in the Corporation. In the case of partnership, trust, or corporation, each such entity shall be allowed one vote and only one person acting as a representative or agent of such entity may be a Director and/or officer of the Corporation.

Section 2. *Term*

The membership term shall run from October 1 through September 30, however memberships received after March 31st will not become effective until after July 1st. Membership fees to will determined by the Board of Directors at their annual meeting.

Section 3. *New Members*

All interested persons and other legal entities may become members upon acceptance of an application for membership by the Corporation.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. *Annual Membership Meeting*

The annual meeting of the membership shall be held during the month of June. All members are eligible to take part in the annual meeting at the time and place for such meeting selected by the Board of Directors. Written notice stating the time and place of the annual meeting or of any special meeting of the membership shall be mailed to all members at least seven days prior to such meeting.

Section 2. *Voting*

Each member shall be entitled to one vote on each matter submitted to the vote of the membership. A person holding an individual membership shall be entitled to one vote, persons holding family memberships are entitled to cast two votes, providing both family members are present, if both are not present, only one vote may be cast.

Section 3. *Special Meetings*

Special meetings of the membership may be called by the President, or shall be called upon written request of the Board or a request from a quorum of members.

Section 4. *Quorum*

Any 15 members of the Corporation shall constitute a quorum at the annual, regular, or any special meeting of the membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. *Nominations*

Nominations for election to the Board shall be delivered and acknowledged by the President of the Corporation.

Section 2. *Election of Directors, Term of Office*

The Board of Directors shall be elected by the members of the Corporation at their annual meeting and shall number not less than 5 or more than 15. The Directors shall serve for terms of three (3) years. The President, Vice-President, Secretary, Treasurer and Project Director will automatically be Directors. Only members of the Corporation shall be eligible for election to the Board of Directors.

Section 3. *Duties*

The Board of Directors shall have general supervision over the property, business and affairs of the Corporation and in general, may exercise all of the corporate powers of the Corporation in accordance with these By-Laws.

Section 4. *Vacancies*

Replacement of any vacancy occurring in the Board of Directors shall be voted on at the next general membership meeting. A Director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 5. *Attendance*

Directors missing two (2) consecutive meetings will be up for review by the Board of Directors.

Section 6. *Meetings*

An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the general membership. Regular and special meetings of the Board of Directors may be called by, or at the request of the President or by any three Directors, by giving notice of the date, time, place and purpose of the meeting to all Directors at least two days in advance of such meetings. Minutes of the Board of Directors meetings shall be presented at the next regular meeting of the general membership.

Section 7. *Quorum*

A quorum at all meetings of the Board of Directors shall consist of the simple majority of the whole board.

Section 8. *Voting*

At any regular or special meetings, a majority of the Directors present and voting shall constitute approval of any duly offered motion.

Section 9. *Contracts*

No person or representative of a partnership, trust or Corporation who provides a service to the RLSC that results in payments totaling \$5,000.00 or more shall be eligible for a position of Officer or Director of the Corporation.

ARTICLE V

OFFICERS

Section I. *In General*

Officers of this Corporation shall be President, Vice-President, Secretary/Clerk and Treasurer.

Section 2. *Election*

The Officers of the Corporation shall be elected by the members of the Corporation at their annual meeting for a term of one (1) year. Nominations of candidates for an Officer position shall be taken prior to or at the meeting preceding the annual meeting, when nominations will cease and candidates will be announced.

Section 3. *President*

The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary/Clerk or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some officer or agent of the Corporation; and, in general, he/she shall perform all duties incident to the Office of President and such other duties may be prescribed by the Board of Directors from time to time.

Section 4. *Vice President*

The Vice President shall be the principal executive officer of the Corporation in the absence of the President. The Vice President shall have all of the duties and responsibilities of the President in his/her absence.

Section 5. *Secretary/Clerk*

The Secretary/Clerk shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation, under its seal, is duly authorized in accordance with the provisions of these By-Laws; shall serve as Secretary/Clerk of the Corporation; and in general, perform all duties incidental to the office of Clerk and such other duties as from time to time may be assigned to him/her by the President or Board of Directors. At the end of his/her term, all materials and properties shall be turned over to the Corporation.

Section 6. *Treasurer*

If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies, other depositories as shall be selected in accordance with these By-Laws; to keep and maintain a checking account in the name of the Corporation from which he/she will pay all bills of the Corporation up to \$500. Any payments made over \$500 must be approved by the Board of Directors. In general, the Treasurer will perform all the duties incidental to the office of Treasurer and such others as from time to time may be assigned to him/her by the President or Board of Directors. The Treasurer shall be required to submit an annual report at the end of the fiscal year. At the end of his/her term, all materials and properties shall be turned over to the Corporation.

Section 7. *Project Director*

The Project Director shall be responsible for the municipal grants and be the liaison between the State, Town, Landowners and the RLSC. It shall also be his/her duty to chair the Trail Committee meetings which will be appointed by him/her and the Board of Directors. He/she will automatically be a RLSC Director.

ARTICLE VI

NON-PROFIT CORPORATION

Non-profit Corporation

No part of the net earnings of the Corporation shall inure to the benefit of any person, partnership or corporation, member, director, or officer of this Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of the Corporation's purposes and no member, director, officer of the Corporation, or any other person, partnership or corporation shall be entitled to any share in the distributions of the Corporation. Notwithstanding any other provisions of these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501 c (4) and/or 501 c (6) of the Internal Revenue Code and its regulations.

ARTICLE VII

DISSOLUTION OF CORPORATION

Dissolution

This Corporation shall have perpetual existence; in the event of dissolution of the Corporation or the termination of its corporate existence, all of its net assets shall be transferred, paid over and delivered exclusively to the municipal offices of the Town of Rangeley to be used for recreational purposes by the citizens of said Town, provided that no such assets shall be distributed other than to or for the benefit of organizations qualifying at the time of such distributions under the provision of Section 501 c (4) and/or 501 c (6) of the Internal Revenue Code and its regulations.

ARTICLE VIII

AMENDMENTS

Section I. *Submittal*

A proposed amendment must be submitted to the general membership if offered by a vote of the Board of Directors or by a petition signed by at least 15 members of the Corporation.

Section 2. *Enactment*

These By-Laws may be amended at any regular meeting of the Corporation by a two-thirds vote of quorum, provided that amendment has been submitted in writing to the general membership at least thirty days prior to the vote.

ARTICLE IX

MEETING PROCEDURES

Section 1. *Meeting procedures*

All official meetings of the RLSC shall be conducted under Roberts Rules of Order.