

UNITED SNOWMOBILE ALLIANCE, Inc.
BYLAWS

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ARTICLE I **NAME, MISSION STATEMENT AND OBJECTIVES**

Section 1: The name of the corporation, hereinafter, shall be the United Snowmobile Alliance (Alliance), Inc.

Section 2: The Mission of the Alliance is dedication to the preservation and promotion of environmentally responsible organized snowmobiling and the creation of safe and sustainable snowmobiling in the United States.

Section 3: The objectives of this Alliance shall be:

A) An active national advocate for snowmobiling.

B) To promote the orderly development of all snowmobiling in the United States through the cooperative efforts of the member states.

C To encourage the safe, courteous, lawful, and responsible use of snowmobiles.

D) To act as a medium for the exchange of information and ideas between the participating State Associations, International Organizations, Government Officials / Agencies and other organizations.

E) To promote the exchange of information and ideas among the members of the Alliance and between this Alliance and other snowmobile

organizations of the International Snowmobile Council, the International Snowmobile Manufacturers Association, and any other organization, governmental or private, involved with snowmobiling in any way.

F) To join with and support other organizations concerned with motorized and non-motorized outdoor recreation in the United States and elsewhere.

G) To promote responsible access to public land and forge trust and respect for private landowners who allow access to their land for snowmobiling.

ARTICLE II ORGANIZATION

Section 1: The Alliance shall be managed by the elected officers, who shall receive their direction by a majority vote of the Board of Directors at any duly noticed meeting.

Section 2: The Alliance may purchase, lease or rent offices, buildings, or lands, as may be proper to the objectives of the Alliance and may purchase, lease or rent the necessary equipment and/or services for said properties. The Alliance members shall have all authority in the selection, operation and management of said properties, equipment, and/or services.

Section 3: The Alliance shall establish itself as a 501(c)(4) corporation under the laws of the United States and shall be governed by the laws regulating not for profits under the state of Delaware and whose corporate office is located in the State of New Hampshire.

Section 4: The member states and recognized state entities shall serve as the board of directors of the corporation.

Section 5: The organization shall follow the adopted policies and procedures of the board of directors. The board of directors shall keep policies and procedures current.

ARTICLE III MEMBERSHIP

Section 1: Alliance Membership:
A) Alliance membership shall be open to any state association or recognized state entity in the United States.
B) An Alliance member in good standing shall be a State Association, or one state entity recognized by the Alliance who shall:
•Send a voting representative in person or digitally to the regularly scheduled meetings.

- Pay any assessment required by the Alliance to conduct its business prior to March 31st of the membership year.
- Signify their intent to abide by the bylaws of the Alliance.

Section 2: Business Membership:

Business membership shall be open to any business wishing to support this Alliance. This membership shall not be a voting membership.

Section 3: Individual Membership:

Individual membership shall be open to any person wishing to become a member of this Alliance. This membership shall not be a voting membership.

ARTICLE IV ASSESSMENTS

Section 1: Periodically, member states shall be assessed whatever amount is deemed necessary by the Alliance to properly conduct its business. No Alliance member state shall pay any more than any other Alliance member.

Section 2: The amount of assessment and membership fees for business and individual memberships shall be determined by majority vote of the board of directors present at the budget meeting of the corporation.

Section 3: All Alliance membership dues will be billed the 1st of each year. Association membership dues not paid on or before March 31st shall not have a vote. All individual and business memberships shall be based on the calendar year renewable at any time. All memberships shall expire December 31, of the year in which they are assessed for.

Section 4: Fiscal Year of the Alliance is the calendar year (Jan 1 – Dec 31).

ARTICLE V MEETINGS

Section 1: The Alliance shall meet at a minimum twice annually. Meetings may be conducted via Electronic Media such as video or audio conference call. All member states whether in person or connected digitally shall be counted as present. Meetings shall be conducted pursuant to Robert's Rules of Order.

Section 2: Meeting locations and times shall be determined by a majority vote of the Alliance directors at least 90 days prior to the Budget and Annual meetings. Other meetings may be scheduled as required or in the case of a matter requiring timely action upon a call of the majority of the Directors. Meetings of the Board of Directors are open to any member state, business

member or individual member. Executive session meetings are open to the Board of Directors and invited guests subject to the discretion of the Board. The purpose of any executive session shall be so stated prior to its convening and record kept of any votes of the session which may be shielded from the public for the welfare of the corporation.

Section 3: Quorum – Two officers and three directors but not less than five individuals shall constitute a quorum.

Section 4: Voting - Each member state association of the Alliance shall be entitled to one vote in the affairs of the Alliance with such vote to be cast by the voting director of that member organization. Proxy voting is permitted by written notice to the Secretary prior to the meeting however no director shall hold more than one proxy from another director.

Section 5: Annual meeting – an annual meeting shall be conducted in the first half of each calendar year for the purpose of electing officers and making any budget amendments.

Section 6: Budget meeting- a subsequent meeting shall be held in the second half of the fiscal year for the purpose of adopting a budget for the next fiscal year and assessing annual Alliance fees to each member state association or other recognized state entity and to establish business and individual membership fees.

ARTICLE VI OFFICERS

Section 1: The officers of the Alliance shall be Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be members in good standing of their respective State Associations or recognized state entity. No person shall hold more than one position except as provided for in Section 3.

Section 2: The Chair, Vice-Chair, Secretary and Treasurer of the Alliance shall be elected at the annual meeting by a majority vote of the members present. Each officer shall serve in his or her capacity for a two (2) year term or until replaced by election, at a noticed meeting of the entire Alliance membership. No Chair shall serve for more than two consecutive terms. For implementation of this section the Treasurer and Vice-Chair shall be first elected to a one year term at the first annual meeting of the Alliance and Chair and Secretary shall be elected to a two year term. Each officer shall continue to serve until replaced or upon their resignation. The board shall have the power to meet and fill any officer vacancy which may occur between elections. Any Chair who is elected to fill a term of which more than 50% of the term to be filled has expired shall be entitled to complete two additional terms of office.

- Section 3: Duties of Officers May Be Delegated- In case of the absence or disability of an officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.
- Section 4: The Chair shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The Chair shall preside at all meetings of the Board of Directors.
- Section 5: The Vice-Chair shall, in the absence or at the request of the Chair, perform the duties and exercise the powers of the Chair. The Vice-Chair shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.
- Section 6: The Secretary shall issue notices of all meetings of directors where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and keep minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Board of Directors.
- Section 7: The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors.
- Section 8: No officer of the Corporation shall receive, directly or indirectly, salary compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.
- Section 9: An Officer may act as a director and vote on Alliance business when necessary, to assure that their respective State Association or recognized entity is properly represented.

ARTICLE VII COMMITTEES

Section 1: The Chair shall appoint Alliance members to committees and ad hoc committees upon the advice and approval of the Directors. Each committee will select a chair and a scribe to create a record of committee meetings. Directors may assign knowledgeable persons from their state associations or recognized state entity to serve on the committee. All directors shall follow the adopted policies and procedures of the organization.

Section 2: The following Standing Committees shall be established:

- (a) Budget, Finance, and Audit
- (b) Governmental Affairs
- (c) Membership and Communications
- (d) Safety and Education
- (e) Nominating Committee
- (f) Strategic Planning Committee

Section 3: Duties of committees:

- (a) It is the responsibility of each Committee to meet as necessary to carry out its goals and objectives.
- (b) Each Committee shall determine a Chairperson from its membership.
- (c) Each Committee shall adopt a mission statement, goals and objectives.
- (d) Each Committee Chair shall thoroughly and completely inform the Alliance, and the Secretary of issues the committee discusses through written reports and/or committee meeting minutes.
- (e) Each Committee shall prepare a written report to be presented to the Directors at the Annual Meeting.
- (f) Through the budget process, each Committee must prepare and submit a budget request at least sixty (60) days prior to the adoption of the following year budget.
- (g) All committees shall follow the adopted policies and procedures of the organization.

Article VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Right of 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 Laws (of the state we are incorporated in) 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, as such law or regulations may be amended from time to time.

Section 2: Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board of Directors. To the extent permitted by law, the Board of Directors, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expense hereunder.

Section 3: Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer form whom such rights are sought were parties to a separate written agreement.

Section 4: Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5: Severability. If this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefor.

ARTICLE IX CORPORATE FINANCE

Section 1: Corporate Funds -The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2: Fiscal Year - The fiscal year of the Corporation shall be January 1 through December 31.

Section 3: Loans to Directors and Officers - No loans shall be made by the Corporation to its directors and officers.

Section 4: Gifts - The Board of Directors, or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any

contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5: Voting of Securities Held by the Corporation.- Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the Chair as he or she shall determine.

Section 6: Income from Corporation Activities - All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE X CONFLICTS OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and make a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of an agreement to this policy. The Board will comply with all requirements of law in this area and the requirements are incorporated into and made part of this policy statement.

ARTICLE XI LIQUIDATION

Upon the dissolution of the Alliance, assets shall be distributed consistent with state and federal law to one or more entities that shall replace and or take over the responsibilities of the Alliance. In the event that no entity assumes those responsibilities, the assets of this corporation shall be donated to a Charity selected by the Alliance which shall have a similar mission to the Alliance.

ARTICLE XII AMENDMENTS

Section 1: These bylaws can only be amended at any regularly scheduled meeting of the Alliance only by a two-thirds vote of the voting membership present, providing that the proposed amendment and an explanation of its intent, has been submitted in writing to the voting membership at least 60 days

prior to the next regularly scheduled meeting. Unless otherwise provided for in the motion to adopt an amendment, any amendment to these bylaws goes into effect immediately upon adoption.