

# **Thumbs-Up Snowmobile Club Constitution**

*April 4, 2005*

## **ARTICLE I: NAME AND PURPOSE**

The Purposes of the Thumbs-Up Snowmobile Club, a non-profit organization, are to stimulate and advance the general welfare and safety of snowmobiling; to engender a spirit of camaraderie and sociability; to serve the interests of snowmobile owners; to defend such owners against discriminatory legislation, regulations and burdensome taxation; to develop as enthusiasts; to provide a medium for the exchange of snowmobiling information; to own or lease property for Club uses, and to perform all desirable and lawful functions for the successful operation of the club and in the general public interest.

## **ARTICLE II: MEMBERSHIP AND DUES**

Section 1. Membership in the Club shall consist of the following classes:

- a. Active Members
- b. Associate Members
- c. Business Supporters

Section 2. Active membership is available to all who have attended a minimum of two meetings and paid membership dues. All active members must have a valid driver license and/or a state approved safety course certificate. Family membership, consisting of both husband and wife as adult members shall include their children 17 years or younger, Only the adults have voice and vote.

Section 3. Each active member shall be entitled to one vote, and a paid membership to the MSA. (Michigan Snowmobile Association)

Section 4. Applications for membership shall be made in writing addressed to the Secretary of the Club on the appropriate form containing an agreement by the applicant to abide by the bylaws of the Club. The Secretary shall refer each application for membership to the Membership Committee for consideration, and then, if approved, to the Board of Directors for final approval and election to the club upon payment of the required dues.

Section 5. A member may resign from the Club at any time upon written notice to the Secretary.

Section 6. Membership in the Club may be terminated by majority vote of the Board of Directors in the event of non-payment of dues or for other reasons consistent with the Club's best interests. Termination of the membership of any member shall not release said member from the obligation to pay all dues and other amounts owed to the end of the period of membership.

Section 7. Associate members shall be individuals who pay annual dues, have a voice, but no vote, a paid membership to the MSA, and are exempt from personally presenting a Membership Application.

Section 8. Business supporters shall be businesses who donate \$25.00 or more, have a voice, but no vote, and a paid membership to the MSA, and are exempt from personally presenting a Membership Application.

### **ARTICALE III: MANAGEMENT**

The management of the club shall be vested in the board of Directors.

### **ARTICALE IV: BOARD OF DRECTORS**

Section 1. The Board of Directors shall consist of six (6) Directors each of whom shall be an active member of the Club. Directors shall be elected prior to the Annual Meeting of the membership and shall take office at the close of the Annual Meeting for a term of 2 years. No Director shall be elected to serve more than two successive terms. At the election of the initial Board of Directors, three (3) shall be elected for a term of one (1) year, three (3) shall be elected for a term of two (2) years.

Section 2. If vacancies on the Board of Directors should occur by reason of death, resignation or otherwise, the remaining Directors may, at their option, by majority vote elect a successor for each unexpired term.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum for the transaction for Club business.

Section 4. Meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors, or by call of the President. The Board of Directors shall hold its regular Annual Meeting in conjunction with and at the place of the Annual Meeting of the membership. Upon the written request of a quorum of Board members, the Secretary shall call a special meeting of the Board of Directors.

Section 5. The Board of Directors may, at its discretion, by the affirmative vote of a majority of the whole Board of Directors, appoint an Executive Committee of the Board to act in its stead in emergencies. The Board of Directors may appoint Club committees, fill any vacancies or change the membership in Club committees. The Board may, by resolution, delegate such authority to the Club President. The Board of Directors shall have the power at all times to abolish any committee.

Section 6. The Board of Directors may employ whatever personnel it deems necessary, and for which funds are available, to aid in the management and programs of the Club and may authorize the expenditure of the Club funds in any other manner provided such actions are in the proper furtherance of the purposes of the Club.

#### **ARTICLE V – Dues**

Annual dues shall be as follows:

Associate Member	\$20.00
Active Member	\$30.00
Active Member w/family	\$35.00
Business Supporters	\$60.00 or more

The amount of dues as well as the time for their payment shall be determined from time to time by action of the Board of Directors.

#### **ARTICLE VI – Officers**

Section 1. The officers of the Club shall be: President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Section 2. The officers shall be nominated from the active members in good standing. Nominees shall be elected by plurality vote of the members at the Regular Annual Meeting. Vacancies occurring between such elections may be filled for the unexpired term by the Board of Directors at any Board meeting or by mail ballot. Any officer may be removed from office by the affirmative vote of two-thirds of the whole Board of Directors.

Section 3. All officers shall take office immediately upon election and hold office for two year or until their successors shall have been elected and qualified. The President may not hold office for more than two successive terms

Section 4. The President shall preside at all meetings of the Club and of its Board of Directors, shall oversee and coordinate such committees as are authorized by the Board of Directors, shall be a member ex officio of all such committees and shall carry on those other responsibilities assigned to him (her) by the bylaws an by the Board of Directors.

Section 5. The Vice President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.

Section 6. The Secretary shall keep all Club records, except financial records, including minutes of meetings, roster of the members, lists of committees and their members. He or she shall also file as necessary all tax exempt forms and documents with governments send out notices and their members. He or she shall also send out notices of meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required herein or by the Board of Directors. The Secretary shall also maintain a permanent mailing address, preferably a local post office box, for the club and direct incoming correspondence to the appropriate club official.

Section 7. The Treasurer shall keep all financial records of the Club and have charge of its funds. He or she shall keep all of the Club's funds in a bank approved by the Board of Directors and in the name of the Club. He or she shall disburse such funds of the Club under the direction of the Board of Directors. Withdrawals shall be made by checks signed in such manner as may be approved from time to time by the Board of Directors. A Treasurer's report shall be prepared for each Board meeting and an annual audit shall be prepared and submitted at the Annual Meeting.

Section 8. All officers shall have such other powers and duties as are required by law.

#### **ARTICLE VII – Fiscal Year**

The fiscal year of the Club shall commence on the first day of April and end on the thirty-first day of March

#### **ARTICLE VIII --- Meetings**

Section 1. The Annual Meeting of the members of the Club shall be held at the time and place designated by the Board of Directors.

Section 2. Regular meetings of the members of the Club shall be held monthly at the time and place fixed by resolution at the previous meeting or as designated by the President or by the Board of Directors.

Section 3. Written notices of the time and place of the annual and all other meetings of the membership shall be prepared and distributed to the membership by the Secretary.

Section 4. Special meetings of the Club may be called by the Board of Directors, or by the President or by any group of ten (10) active members by giving adequate written notice of the time, place, and purpose of such special meetings.

Section 5. A majority of the active members shall constitute a quorum. Any formal action taken at any meeting of the membership shall require a majority vote of those active members present.

## **ARTICLE IX – Election Procedures**

Section 1. A Nominating Committee of at least three persons shall be appointed by the Board of Directors from the active members.

Section 2. The Nominating Committee shall place two (2) nomination candidates for election to the Board of Directors for each prospective vacancy from among the names of the Club's active members.

Section 3. The Nominating Committee's slate of candidates shall be shown on the official ballot, which also shall provide spaces for write-in candidates, together with the specific terms of years for which each candidate is nominated. The official ballots shall be distributed to the qualified members. For the Club's initial election, distribution shall be made at the meeting among all those joining the organization. They shall then immediately mark the ballots and deposit them unsigned in the ballot box. Subsequently, distribution will be made to qualified voting members through the mail at least 30 days in advance of the Annual Meeting by the Secretary. Ballots must be returned to the Secretary no later than five days prior to the Annual Meeting. In each instance, 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. All ties will be decided by a run-off ballot.

## **ARTICLE X – Amendments**

These bylaws may be amended by the affirmative vote of a majority of the active members of the Club at the Annual Membership Meeting, by mail ballot or in such other form as may be approved by the Board of Directors.