

**ROLLING  
RIDGE**  
Snowmobile Club

**BY-LAWS  
OF THE  
ROLLING RIDGE  
MOTORSPORTS CLUB, INC.**

# **BY-LAWS OF THE ROLLING RIDGE MOTORSPORTS CLUB, INC.**

## **ARTICLE I - Name and Purpose**

Section 1. The name of this Club shall be the ROLLING RIDGE MOTORSPORTS CLUB, INC.

Section 2. The primary purpose of the "Rolling Ridge Motorsports Club, Inc." is to stimulate and advance the general welfare and safety of snowmobiling, to serve the interests of snowmobile owners, to develop a fraternal spirit among local snowmobile and other winter sports enthusiasts, to provide a medium for the exchange of snowmobiling information, to own or lease property for Club use, and to perform all desirable and lawful functions for the successful operation of the Club and in the general public interest. The Club's secondary purpose is all other recreational motorsports.

## **ARTICLE II - Membership**

Section 1. Membership in the Club shall consist of two (2) classes:

- a. Active Members
  - a. Gold Level
  - b. Silver Level
  - c. Bronze Level
- b. Honorary Members

Section 2. Active membership is available to all motorsports enthusiasts, 18 years of age and over.

Section 2a. The membership of this club has a cap set at 300 members (combined).

Section 3. Each Active Member, who pays dues annually, shall be entitled to one vote.

Section 4. The Board of Directors may establish the qualifications and rights of Honorary Members.

Section 5. 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 By-Laws of the Club. The Secretary shall refer each application for membership to the Board of Directors for approval and election to the Club upon payment of the required dues. A favorable vote of the majority of the Board shall be required to elect an applicant to membership. At the discretion of the Secretary, this vote may be taken by mail ballot.

Section 6. A member may resign from the Club at any time upon written notice to the Secretary. Membership dues are non-refundable.

Section 6a. Membership in the Club may be terminated by action by the Board of Directors for non-payment of dues. 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. Membership may also be terminated by majority vote of the Board for any reason whatsoever deemed by the Board to be prejudicial or detrimental to the best interests of the Club.

### **ARTICLE III - Management**

The management of the Club shall be vested in the Board of Directors.

### **ARTICLE IV - Board of Directors**

Section 1. The Board of Directors shall consist of not less than three (3) but not more than nine (9) Directors, each of whom shall be an active member of the club. Directors shall be elected just prior to the Annual Meeting of the membership and shall take office at the close of the Annual Meeting. Each Director shall be elected to serve for three (3) years and until his or her successor shall be elected and shall qualify.

The initial Board of Directors shall be elected for a term of five (5) years and until his or her successor shall be elected and shall qualify. In the event of a change in the number of Directors originally specified by the By-Laws, provisions shall be made in the lengths of the initial terms so that, in succeeding years, the terms of one-third of the Board members will expire each year.

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

Section 3. Any Board member failing to attend three (3) consecutive Board Meetings without just cause shall be replaced.

Section 4. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of Club business.

Section 5. Meetings of the Board of Directors shall be held at such time and place as may be from time to time fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. The Board of the Directors shall hold its regular Annual Meeting during the time and at the place of the Annual Meeting of the membership. Upon the request of the President or any three (3) Directors, the Secretary shall call a special meeting of the Board of Directors.

Section 6. The Board of Directors may, in 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 other Club committees or may delegate such authority to the Club President. The Board of Directors shall have the power at any time to discharge any committee.

Section 7. The Board of Directors may employ whatever personnel it deems necessary, and for which funds are available, to aid in the management of the Club and may authorize the expenditure of Club funds in any other manner in the proper furtherance of the purposes of the Club. Funds in excess of \$2,500 must be presented to the General Body at a regularly scheduled monthly meeting and requires an affirmative vote of two-thirds of members present.

Section 8. No member is permitted to be elected to the Board of Directors for more than two (2) consecutive terms at a time unless no other directors shall be nominated.

## **ARTICLE V - Dues**

Section 1. The amount of dues as well as the time for their payment shall be determined from time to time by the Board of Directors. The amount of dues shall be set at the Board of Directors meeting immediately prior to the Annual Meeting. The club year shall run from November 1 to October 31 of each year. Membership status will be become active upon receipt of payment of dues.

Section 2. All Officers and Board of Directors are required to have a Gold Level membership.

## **ARTICLE VI - Officers**

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

Section 2. The officers shall be elected from the membership of the Board of Directors by plurality vote of the Directors at their regular Annual Meeting. The Board of Directors may fill vacancies occurring between such elections for the unexpired term 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 one term or until their successor shall have been elected and qualified. The President may not hold office for more than three (3) successive terms unless no other officer shall be nominated.

Section 4. The president shall preside at all meetings of the Club and of its Board of Directors, shall appoint such committees as authorized by the Board of Directors, shall be a member ex-officio of all committees and shall carry on those other responsibilities assigned to him or her by the By-Laws and 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 of the Club's records, other than financial, including minutes of meetings, roster of members, lists of committees and their members, shall send out notices of meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required by the By-Laws 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 the accounts 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, subject to withdrawal by checks signed by both the Treasurer and an approved Officer. He or she shall disburse the funds of the Club under the direction of the Board of Directors. A Treasurers 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.

Section 9. A Director of this Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the Director has breached or failed to perform the duties of office in good faith, in a manner the Director reasonably believes to be in the best interests of the Club, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 9 shall not apply to the responsibility of liability of a Director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law and shall not apply to any actions filed or any breach of performance of duty or any failure of performance of duty.,

Section 10. Subject to the limitations hereinafter set forth, the Club shall indemnify each director or officer at the request of the Club, and the heirs, executors or administrators of such person to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses of such person (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines and liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Club, in which such person was involved because of anything such person may have done or omitted to do as a director or officer of the Club or of any organization that such person may have served as a director or officer at the request of the Club, -- but such indemnification can be made only if a determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of Counsel for the Club, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by the members, or by independent legal counsel in written opinion: (1) that the director or officer acted or failed to act, and in either case, in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful, and (2) that the amount of the proposed indemnification is reasonable, and (3) that the proposed indemnification is just and proper and can be legally made by the Club under existing law, and (4) that the indemnification shall be made by the Club in an amount stated by the determination: provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 11. No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Club.

Rolling Ridge Motorsports Club, Inc. Directors, both elected and appointed, shall consider each item of business, where they have a vote or decision-making authority, to determine if a real or perceived conflict exists with the interests of the Club. A conflict of interest is defined as any situation in which a member's decision or vote could substantially and directly affect the member's professional, personal, financial or business interests.

A Director shall immediately disclose to the Board any personal interest which he or she may have in any matter pending before the Club and shall refrain from participation in any decision on such matter. The Board may determine if he or she may be present for deliberation, but he or she shall abstain from voting on the matter.

Any member of the Board, any Committee, Staff and Consultant shall refrain from obtaining a list of members for personal or private solicitation purposes at any time during the term of their affiliation.

## **ARTICLE VII - Fiscal Year**

Section 1. The fiscal year of the Club shall commence on the first day of January and end on the thirty-first day of December.

Section 2. This organization will not be conducted for gain or profit and no part of the net earnings shall incur to the benefit of any member.



## **ARTICLE VIII - Meetings**

Section 1. The Annual Meeting of the members of the club will be the regularly scheduled monthly meeting in October of each year.

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 fourteen (14) days 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.

Section 6. Regular meetings may be rescheduled if they conflict with another event related to snowmobiling, such as a PSSA meeting or function.

Section 7. Any meeting notices under these By-Laws may be waived by a consent to waiver of notice.

Section 8. Any or all of the members of the Board of Directors or members of the Corporation may participate in part or all of the meeting by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear each other. At any meeting held by means of communications equipment, the presiding officer shall indemnify each person participating in the meeting, ask each person to respond, and ask each person if that person can hear all of the other participants' responses, before proceeding with the meeting.

Section 9. The Directors and members may act without a meeting if, prior or subsequent to the action, they file unanimous written consent with the secretary of the Corporation.

## **ARTICLE IX - Election Procedure**

Section 1. Nominations for the Board of Directors shall start sixty (60) days prior to the Annual Meeting and elections shall be at the Annual Meeting.

Section 2. Any active member may nominate a candidate for election to the Board of Directors to fill prospective vacancies. The names of the candidates shall be sent to the Secretary at least 30 days prior to the date of the Annual Meeting. The Secretary shall prepare an official mail ballot showing the names of the candidates, and providing spaces for write-in

candidates, and shall send official ballots, together with a list of the present incumbents, to the entire active membership list in sufficient time, so that these ballots can be marked and returned to the Secretary at least five (5) days before the Annual Meeting.

Section 3. At the Annual Meeting, a Tally Committee of two or three members shall be appointed to count the official mail ballots and announce the names of those elected to the Board of Directors for the various terms. Ties shall be settled by majority vote of the active members present.

## **ARTICLE X - Conduct**

Section 1. There shall be no alcoholic beverages consumed during meetings of the Rolling Ridge Motorsports Club, Inc.

Section 2. Club members shall not interfere or harass other hikers, skiers, snowshoers, ice fisherman, other winter sport enthusiasts and all other recreational motorsports enthusiasts. We respect their rights to enjoy our recreation facilities.

Section 3. Club members shall not remove, injure or damage anything natural or physical within the area on which the Rolling Ridge Snowmobile Club, Inc. will be riding.

Section 4. The Club will not be held responsible or liable for an injury sustained in any way to anyone during club activities.

## **ARTICLE XI - Amendments**

Section 1. Any active member can make a suggestion to amend the By-Laws.

Section 2. These suggestions will be open for discussion at the meeting in which the suggestion was raised and will be up for final discussion and voted on at the next regular or special meeting. All suggestions to amend the By-Laws must be approved by a majority of the Board of Directors and a two-thirds majority vote of members present.

## **ARTICLE XII - Dissolution**

Upon dissolution of the Corporation for any reason whatsoever, any assets remaining after all legal debts of the Corporation shall have been paid in full, shall be distributed exclusively to another non-profit organization or organizations selected by the membership and having similar purposes, goals, and programs that would qualify them under the provisions of Section 501(c) of the Internal Revenue Code.