

BY-LAWS

GALLATIN VALLEY SNOWMOBILE ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the GALLATIN VALLEY SNOWMOBILE ASSOCIATION INC. It shall hereafter be referred to in these by-laws as the ASSOCIATION.

ARTICLE II. PURPOSE

THE PURPOSE OF THIS the ASSOCIATION shall be to protect and promote snowmobiling through member approved activities. It shall be our further purpose to encourage family snowmobiling fun through organized snow tour, rallies, races, and trail rides, to forward the development of safety and good sportsmanship, and to increase our good will with the general public.

ARTICLE III. MEMBERSHIP

SECTION 1. ACTIVE MEMBER - Any person actively participating in snowmobiling and interested in the promotion and enjoyment of snowmobiling and those whose dues are current shall be an Active Member in this ASSOCIATION.

Only Active Members shall be eligible to vote and or hold office in this ASSOCIATION. Active Members shall have one vote. All other privileges and benefits of this ASSOCIATION shall extend to the immediate family of the Active Member.

SECTION 2. HONORARY MEMBERSHIP - May be conferred by the membership to any person or persons who by their act or position have shown an outstanding interest in this the ASSOCIATION and have contributed to the advancement of snowmobiling. Honorary members shall have all the privileges of Active Members, except to vote and hold office.

SECTION 3. ACTIVE LIFE MEMBERSHIP - Any active member who has demonstrated exemplary efforts toward meeting and carrying through the objectives of the ASSOCIATION and who has contributed time and effort without expectation of personal gain shall be eligible for Active Life Membership. An Active Life Membership shall have all the privileges and benefits of an active member for the life of the member. Active Life Membership will be conferred by a majority vote of the membership at any regular meeting at which such an election is announced as an item of business.

SECTION 4. ASSOCIATE MEMBER - Any person, business, or association interested in the promotion of snowmobiling may become an Associate Member for a yearly payment of dues, fee to be set by the Board of Directors.

SECTION 5. FAMILY MEMBERSHIP - Two adults residing in the same household with or without children under 18 years of age, may qualify for a family membership.

All applications for membership shall be made to the ASSOCIATION Treasurer.

ARTICLE IV. OFFICERS AND DUTIES

SECTION 1. OFFICERS - The officers of the ASSOCIATION shall be a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The term of office for all officers shall be for one year, and shall run from June 1 following their election to the following May 31, following the election of their successors.

Any officer may be reselected to more than one term in succession.

Resignation of any officer may be accepted by a majority vote of the remaining members of the Board of Directors.

The vacancy of an office by resignation or otherwise shall be filled by election of a new officer to fill the unexpired term. The election shall be by the ASSOCIATION membership at the next regular ASSOCIATION meeting for which due notice has been given.

SECTION 2. DUTIES - The President shall be the chief executive officer of the ASSOCIATION, and shall provide leadership in carrying out the policies of the ASSOCIATION.

1. The President shall be the executive officer of the ASSOCIATION and shall preside over the meetings. The President shall be a de-facto member of all the committees and shall perform such duties as usually pertain to the office of President. The President shall serve as chairman of the Board of Directors.
2. The Vice President shall perform the duties of the President in his/her absence or at his/her request and shall be the chairman of the standing committee to increase membership with the authority to appoint his/her own committee members.
3. The Recording Secretary and the Corresponding Secretary shall divide the following duties:
 - a. Conduct all official correspondence for the ASSOCIATION on behalf of the officers and Board of Directors.
 - b. Notify all members of the Board of Directors of all regular and special meetings.
 - c. Notify all members of all regular meetings and of any special meetings as described in Article VII.
 - d. Keep minutes of all meeting of the Board of Directors and of the ASSOCIATION.
 - e. Be custodian of the official minute and records of the ASSOCIATION.
 - f. Publicize the activities, meetings, and functions of the ASSOCIATION.
 - g. Maintain a current and accurate list of the membership of the ASSOCIATION. Provide current membership list to the officers by January 1.
4. The Treasurer shall have the following duties:
 - a. Be custodian of the books and keep and accurate accounting of the transactions of the ASSOCIATION and render a detailed report with voucher at any meeting when requested.
 - b. Be responsible for all funds of the ASSOCIATION which shall be deposited to the ASSOCIATION account in the designated bank.

Such money can be withdrawn for payment of obligations of the ASSOCIATION only after approval of the Board.

All payments of obligations shall be by check, card, or money order signed by the Treasurer, President, Vice President, or Grooming Chairman.

Grooming Account:

All payments of obligations shall be by check, card, or money order signed by the Treasurer, President, Vice President, or Grooming Chairman.

- c. Be responsible for collection of all fees, dues, grants, and donations and to deposit these collections in the ASSOCIATION account.
- d. Any funds generated by standing committees shall be considered dedicated funds, and shall be dispersed at the direction of the Chairman of that committee after consultation with the President and Treasurer. These disbursements will only be made by check, issued in accordance with subparagraph B, section 4 of these BY-LAWS.
- e. Disbursements of all other funds will be covered under Article V. of these BY-LAWS.

ARTICLE V. BOARD OF DIRECTORS AND STANDING COMMITTEES

SECTION 1. The Board of Directors shall have general supervision and management of all activities of the ASSOCIATION consistent with the direction of the membership.

SECTION 2. The Board of Directors shall have the authorization to make expenditures up to \$500.00 on behalf of the ASSOCIATION. Expenditures exceeding \$500.00 shall be approved by a two-thirds majority vote by the Board of Directors at a regular meeting.

SECTION 3. The Board of Directors shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and five (5) Grooming Committee Members appointed by the elected officers of the Board, subject to approval by the ASSOCIATION members.

SECTION 4. GROOMING COMMITTEE -

1. The Grooming Committee shall serve on the Board of Directors for a term of one year. The term shall be the same as the term of the ELECTED OFFICIALS.
A Grooming Committee vacancy of the Board of the Directors may be filled by a majority vote of the remaining members of the Board.
2. The Grooming Committee shall serve on the Board of Directors and assist in carrying out the duties and responsibilities of the Officers.
3. The Grooming Committee shall organize and direct day to day grooming operations and oversee scheduling, maintenance, and quality of operators. They shall have the authority to appoint assistants. They shall contract no bills without prior approval of the Board of Directors.

SECTION 5.

1. There shall be 5 (five) standing committees: Membership, Public Lands, Search and Rescue, Races and Rallies, and Safety; all committees shall number at least (3) three members.
2. All committees with exception with the Membership committee, shall be appointed by the President with the Board of Directors approval and re-affirmed or replaced by the incoming President and Board of Directors.
3. The committee Chairman of each committee shall be chosen by the committee with the ASSOCIATION President's approval.

ARTICLE VI. ELECTIONS

SECTION 1. The election meeting for the election of officers of the ASSOCIATION shall be at the April meeting.

SECTION 2. All officers shall be elected by a majority vote as stated in ARTICLE IX, SECTION 1.

SECTION 3. Any active member may be nominated and elected or re-elected to the offices described in ARTICLE IV.

ARTICLE VII. DUES AND FEES

SECTION 1. Annual dues to the ASSOCIATION shall be for the membership year and shall be paid to the Treasurer of the ASSOCIATION.

SECTION 2. The membership year of the ASSOCIATION shall commence on October 1 and end on the following September 30. Unpaid dues for membership shall be delinquent after January 1. These dates are set to facilitate the supplementing of the treasury, to fund projects for the coming year.

SECTION 3. The dues for the membership shall be established by a vote of the Board of Directors and remain at that amount until such time as the Board of Directors may see a need for changing them.

SECTION 4. No member of the ASSOCIATION delinquent in dues or fees shall be eligible to vote.

SECTION 5. The Board of Directors may, if an emergency arises levy a one-time voluntary assessment for extraordinary expenses (i.e; insurance, public land issues, or preplanned projects that may fail.)

ARTICLE VIII. MEETINGS

SECTION 1. At least one meeting of the ASSOCIATION shall be held each month from September through May.

SECTION 2. Notice of the time, place and special items of business of any meeting shall be given to all Officers and Active Members not less than two days prior to the date fixed for holding of the meeting. The time and place of meetings shall be fixed by the Board.

SECTION 3. Regular or special meeting may be called at any time upon the call of the President, upon the call of the Board of Directors, or upon written request to the Board of Directors by ten (10) or more active members. Any meeting requested by members shall be held not more than ten (10) days after receipt of a valid request.

SECTION 4. The Board of Directors shall meet at least once a month. The time and place shall be fixed by the Board. If there is little to no business to conduct the Board, by two-thirds majority vote may cancel a regular monthly meeting from May to September.

ARTICLE IX. VOTING AND RULES OF ORDER

SECTION 1.

- a. Voting on all matters shall be by show of hands.
- b. A vote by secret ballot on a specific question may be requested and approved by a vote of members present.
- c. Only members in good standing shall be able to vote.
- d. Family memberships may have a maximum of two votes as defined under ARTICLE III, SECTION 5.

- e. Voting privileges (proxy) of a member may be assigned to an adult family member or carried in the form of a written proxy by another member in good standing.

SECTION 2. Ten (10) members eligible to vote in attendance at any meeting of the membership of the the ASSOCIATION shall constitute a quorum. Five (5) members of the Board shall constitute a quorum for the Board of Directors meetings. A quorum shall be required to conduct all business of the ASSOCIATION.

SECTION 3. All meetings shall be conducted in accordance with “Roberts Rules of Order Revised” for all matter of procedure not specifically covered by these BY-LAWS.

SECTION 4. Any family member reaching the age of (18) eighteen must obtain a new member application.

ARTICLE X. REMOVAL FROM OFFICE OR EXPULSION

SECTION 1. Any officer may be removed from office, or from the ASSOCIATION by a two-thirds affirmative vote of the Active Members present, and voting at any regular or special meeting called for that specific purpose for which due notice has been given. At such meeting the officer or member under charges will be accorded a full hearing prior to any vote being taken.

SECTION 2. Charges against any officer, member or chairperson of any committee be it standing or temporary may be preferred by any Active Member. Such charges will be filed with the Secretary, who will immediately notify the President. The President shall call an ASSOCIATION meeting within ten (10) days to hear the charges.

ARTICLE XI. AMENDMENTS OR CHANGES

SECTION 1. Any proposed amendments to these by-laws may be introduced by an Active Member at any regular or special meeting of the ASSOCIATION. Such proposed amendments shall be submitted to the Board of Director for their review and recommendations.

SECTION 2. After review by the Board, proposed amendments must be acted upon by the the ASSOCIATION membership at a meeting called for that purpose for which due notice has been given. Written copies of the proposed by-law amendments and reasons will be furnished to the the ASSOCIATION members with notice of the meeting.

SECTION 3. Amendments may be adopted by a two-thirds vote of the Active Members present and voting at the meeting called for that purpose. All amendments to these by-laws shall become effective at the close of the meeting at which they are enacted.

ARTICLE XII. GALLATIN VALLEY SNOWMOBILE ASSOCIATION CONFLICT OF INTEREST
POLICY AND ANNUAL STATEMENT FOR DIRECTORS AND OFFICERS AND MEMBERS OF A
COMMITTEE WITH BOARD DELEGATED POWERS

SECTION 1. PURPOSE

1. The purpose of this Board conflict of interest policy is to protect the ASSOCIATION's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the ASSOCIATION or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

SECTION 2. DEFINITIONS

1. Interested person — Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest — A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the ASSOCIATION has a transaction or arrangement,
 - b. A compensation arrangement with the ASSOCIATION or with any entity or individual with which the ASSOCIATION has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASSOCIATION is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest in this policy is based on the IRS model Conflict of Interest policy, which is an attachment to Form 1023. This policy adds information needed to allow the ASSOCIATION to assess director independence in order to answer questions on Form 990.2. A conflict of interest exists only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.
3. Independent Director — A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director: a. is not, and has not been for a period of at least three years, an employee of the ASSOCIATION or an employee of any entity in which the ASSOCIATION has a financial interest, does not directly or indirectly have a significant business relationship with the ASSOCIATION, which might affect independence in decision-making; b. is not employed as an executive of another corporation where any of the ASSOCIATION'S executive officers or employees serve on that corporation's compensation committee; and does not have an immediate family member who is an executive officer or employee of the ASSOCIATION or who holds a position that has a significant financial relationship with the ASSOCIATION.

SECTION 3. PROCEDURES

1. Duty to Disclose — In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self - Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. Determining Whether a Conflict of Interest Exists — After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Executive Committee shall determine whether the ASSOCIATION can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under Circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ASSOCIATION'S best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION

- a. A voting member of the Board who receives compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. ANNUAL STATEMENTS

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the ASSOCIATION in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.
5. To ensure the ASSOCIATION does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the ASSOCIATION's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.


SECTION 7. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in SECTION 7, the ASSOCIATION may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Certification

Daniel Kristensen, President of GALLATIN VALLEY SNOWMOBILE ASSOCIATION, and Janice Enos, Secretary of GALLATIN VALLEY SNOWMOBILE ASSOCIATION, certify that the foregoing is a true and correct copy of the Conflict of Interest Policy of the above-named organization, duly adopted by the initial Board of Directors on September 20, 2023.

By:


_____ **Date:** 9-20-2023
Daniel Kristensen, President

By:


_____ **Date:** 09/20/2023
Janice Enos, Secretary

Gallatin Valley Snowmobile Association ("GVSA") Director and Officer Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position:

Are you a voting Director? Yes () No ()

Are you an Officer? Yes () No ()

If you are an Officer, which Officer position do you hold:

_____.

3. I affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that GVSA is charitable, and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more tax-exempt purposes.

_____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with GVSA?

Yes () No ()

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes () No ()

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with GVSA? Yes () No ()

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy?

Yes () No ()

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes () No ()

a. If you are not independent, why?

Signature of Chair/President or Director

Date: _____

These by-laws were revised and submitted by the then Secretary Dorinne Christopherson on 7/1/91 ..and to my knowledge is the most up to date copy.

I have further researched the minutes of meetings back thru 1991 and to the best of my knowledge they incorporate any and all changes made and voted on at a regular meeting.

Submitted by Martin Reardon

These revised by-laws were approved on January 28, 1997.

These by-laws have been revised by the President, Daniel Kristensen to reflect changes recommended by the BOARD on 10-5-23. Pending formal approval at a meeting called for that purpose.