

# **Bylaws**

## **of**

### **Blue Ridge Riders Sportsman's Club**

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#### **ARTICLE I – NAME, OFFICES, AND PURPOSE**

##### **Section 1. Name and Principal Office**

The name of the corporation shall be **Blue Ridge Riders Sportsman's Club** (the "Club"), a nonprofit corporation organized under the laws of the State of Maine. The principal office shall be located in Somerset County, Maine, or such other location as the Board of Directors may designate.

##### **Section 2. Purpose**

The Club is organized as a nonprofit recreational organization under Internal Revenue Code §501(c)(3) for the purpose of maintaining membership in the Maine Snowmobile Association, providing and maintaining snowmobile and ATV trails, promoting safe and responsible recreational use, supporting environmental stewardship, and promoting the economic vitality of the Moosehead Lake Region.

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#### **ARTICLE II – MEMBERSHIP**

##### **Section 1. Classes of Membership**

The Club shall have such classes of membership ("Members") as established by the Board of Directors, subject to eligibility requirements as stated in the Board Policy Handbook.

##### **Section 2. Voting Rights**

Each member in good standing shall be entitled to one vote on matters presented to the membership.

### **Section 3. Members in Good Standing**

Members in good standing are those who have paid all required dues and are subject to suspension or termination as stated in the Board Policy Handbook.

### **Section 4. Discipline**

The Board of Directors may suspend or terminate membership for conduct materially harmful to the Club, as stated in the Board Policy Handbook.

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## **ARTICLE III – MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

An Annual Meeting of the Members shall be held at such time and place as determined by the Board of Directors, for the election of Directors, review of the annual budget, and transaction of other business.

### **Section 2. Special Meetings**

Special meetings of the Members may be called by the Board of Directors or by 10% of the Members upon written request delivered to the Secretary, in accordance with procedures set forth in the Board Policy Handbook.

### **Section 3. Quorum and Voting**

A quorum shall consist of at least ten percent (10%) of members in good standing. Unless otherwise required by these Bylaws, action shall be taken by majority vote of members present.

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## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1. Authority**

The affairs of the Club shall be governed by a Board of Directors (“Directors”), which shall exercise all corporate powers, including the authority to elect Officers, adopt policies, approve budgets, and oversee committees, except those powers reserved to the Members, by state law, or these Bylaws. The Directors have a fiduciary duty to the Club and must act with: Duty of Care (informed decisions), Duty of Loyalty (Club’s interest, not personal), and Duty of Obedience (follow Bylaws, purpose).

## **Section 2. Composition**

The Board of Directors shall consist of not fewer than seven (7) nor more than nine (9) Members of the Club, elected by the Membership at the Annual Membership Meeting and shall take office immediately upon the adjournment of such annual meeting. The number of Directors shall be fixed by resolution of the Members, by their vote for Directors at the Annual Membership Meeting. The Directors have no authority to change the total number of Directors, and this provision is unrelated to their authority to manage vacancies and removal as stated below.

## **Section 3. Terms**

Directors shall serve two-year terms. Directors may serve consecutive terms. Directors shall be divided into two classes as nearly equal as possible to cause staggered terms. Class 1 is elected in odd years, and Class 2 is elected in even years. The classes shall be defined in the Board Policy Handbook.

## **Section 4. Meetings and Quorum**

- A. Annual Meeting of the Directors. The newly elected Directors shall meet immediately after the adjournment of the Annual Meeting of the Members for the purpose of electing Officers and transacting such other business as may be presented at the meeting, and no notice of such meeting need be given to any Director.
- B. Regular and Special meetings of the Directors shall be held at such time, place or method, anywhere within or without the State of Maine as the Directors may determine as stated in the Board Policy Handbook.
- C. At all meetings of the Directors, there shall be present at least a majority of the existing Directors in order to constitute a quorum.

| <b>Number of Directors</b> | <b>Minimum Required for Quorum</b> |
|----------------------------|------------------------------------|
| 7                          | 4                                  |
| 8                          | 5                                  |
| 9                          | 5                                  |

- D. A majority vote of Directors present at any regular, special, or annual meeting duly called and held, at which a quorum is present, shall constitute the action of the entire Board of Directors, except as specifically required by these Bylaws or as prescribed by state law or as stated in the Board Policy Handbook.

## **Section 5. Vacancies and Removal**

- A. If the office of any Director becomes vacant by reason of death, resignation, or incapacity to act, a majority of the remaining Directors, or the remaining Directors though less than a quorum, may fill the vacancy. The Director so chosen shall hold office until their successor shall be elected at the next Annual Meeting of the Members.

- B. A Director may be removed by a two-thirds vote of the Members. A Director may be removed by a two-thirds vote of the Directors for cause, including failure to attend meetings or conduct materially harmful to the Club.

## **Section 6. Compensation**

No Director shall receive compensation for service as a Director, provided that Directors may be reimbursed for authorized expenses. Transactions involving a Director or a Director's affiliated business shall be governed by applicable law and the Club's conflict of interest policy as stated in the Board Policy Handbook.

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# **ARTICLE V – OFFICERS**

## **Section 1. Officers**

The Officers of the Club shall include a President, Vice President, Secretary, Treasurer, and such other Officers as the Directors may determine ("Officers") as stated in the Board Policy Handbook.

## **Section 2. Election of Officers**

The Officers shall be elected by the current and newly elected Directors at their first meeting following the Annual Meeting of the Members, for terms of one year, unless sooner removed by action of the Directors as hereinafter provided.

## **Section 3. Authority and Duties**

Officers shall have the authority and duties assigned by these Bylaws and as stated in the Board Policy Handbook.

## **Section 4. Vacancies**

Vacancies occasioned by the death, resignation, incapacity, or removal of Officers shall be filled by a majority vote of the Directors at the next regular or at a special meeting of the Board of Directors called for that purpose, and such person or persons so chosen to fill such vacancy or vacancies shall serve until the next annual election of Officers or until their successors are elected and qualified.

## **Section 5. Removal**

Any Officer elected or appointed by the Directors or any employee of the Club may be removed, at any time, by a majority vote of the Directors.

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## **ARTICLE VI – FINANCES**

### **Section 1. Fiscal Year**

The fiscal year of the Club shall be as stated in the Board Policy Handbook.

### **Section 2. Budget and Financial Controls**

- A. The Directors shall adopt an annual budget.
- B. The budget shall be presented at the Annual Membership Meeting for informational purposes.
- C. Spending beyond the budget requires approval by the Directors as defined in the Board Policy Handbook.
- D. The Directors shall establish financial controls and spending limits, including minimum reserve level, restricted reserves (such as equipment, emergencies, trail repairs), and conditions for use, as stated in the Board Policy Handbook.

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## **ARTICLE VII – AMENDMENTS**

### **Section 1. Amendments by Members**

These Bylaws may be amended by a two-thirds vote of the Members present and entitled to vote at a duly noticed Meeting of the Members, provided that the notice of the meeting includes the substance of the proposed amendment or a summary sufficient to inform the Members of the change to be considered.

### **Section 2. Conforming Policy Updates**

The Directors may adopt, amend, or repeal policies in the Board Policy Handbook by Director resolution, provided policies and procedures do not conflict with these Bylaws, the Articles of Organization, or applicable law.

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## **ARTICLE VIII – DISSOLUTION**

Dissolution is governed by the Articles of Incorporation, on file with the Maine Secretary of State, and applicable law.

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