

**BY-LAWS
OF
FAIRBANKS SNOW TRAVELERS, INC.**

Article I: Name and Location

The name of the corporation is FAIRBANKS SNOW TRAVELERS, INC., also known as The Snow Travelers. The principle office of Snow Travelers, Inc. shall be located at Fairbanks, Alaska. However, monthly membership meetings and meetings of the Directors may be held at such places within the greater Fairbanks, Alaska area as may be designated by the Board of Directors.

Article II: Members and Rights of Members

Snow Travelers, Inc. members shall be all persons, agencies and organizations who subscribe to the purpose, mission and goals of the Snow Travelers, Inc., and who are current in the payment of dues. Dues shall be paid annually. Individual and family memberships shall be twenty-five dollars (\$25.00); associate, agency and organization dues shall be thirty-five dollars (\$35.00); life-time memberships shall be three hundred fifty dollars (\$350.00). Each payment of membership dues, whether individual, family or business, shall entitle the individual or group to one vote. The voting member must be eighteen years of age or older. Hereinafter, all references to “members” shall mean voting members.

Members are entitled to participate in the monthly membership meetings on the third Wednesday of each month and the annual election meeting of the membership on the third Wednesday of January of each year. Members are entitled to vote for members of the Board of Directors at the annual meeting. The location, time and date of the annual membership meeting shall be mailed to the members at least fourteen (14) days, but not more than thirty (30) days, prior to the date of the meeting. The purposes of the annual membership meeting shall be:

1. To elect members to the Board of Directors;
2. To hear reports on action taken by the Board of Directors during the previous year;
3. To conduct other business as necessary.

At the general membership meetings, provided that notice of the meetings has been given pursuant to these by-laws, a quorum shall consist of those members present at the meeting; and a majority shall be calculated from the number of voting members present at the time the vote is taken.

Article III: Purpose

The purpose of this organization are:

1. To provide donated community work assistance to municipal, state and federal agencies responsible for the planning, development, building and maintain of public trails in the State of Alaska and to assist with implementation of the federal, state, and local trails plans.
2. To sponsor forums, conferences and other activities to collect, exchange and disseminate information relating to trails and greenways.
3. To raise, receive and spend monies and receive equipment or labor from any source for purchasing, conveying, mortgaging or leasing real and personal property for the accomplishment of the purposes stated herein.
4. To provide for the education of, and assistance to, new residents/riders on all aspects of trails and how to safely travel by snowmachine in Alaska.

This corporation is organized exclusively for charitable, scientific, literary, and educational purposes. Notwithstanding any other provision of these articles, the corporation shall not carry out any other activities not permitted to be carried out by an organization exempt from federal income tax under section 501 of the Internal Revenue Code.

Article IV: Board of Directors

Section 1: Composition

The number of voting members of the Board of Directors shall be six (6) to eight (8) Directors and the Immediate Past-President. There shall be no ex-officio members of the Board of Directors. The members of the current Board of Directors are those whose names are contained in the list attached to this document as Addendum A.

Section 2: Compensation

No member shall receive any compensation for serving on the Board of Directors.

Section 3: Term of Office

All members elected to the Board of Directors shall serve for a term of one (1) year.

Term Limits: The President may not serve for more than three (3) consecutive terms.

Section 4: Nomination and Elections

Board members shall be elected at the annual membership meeting (the first meeting of the new calendar year). The sitting Board shall solicit, from the membership, nominations for candidate to fill vacancies arising on the Board for the coming term and to certify a list of candidates one month prior to the annual election meeting. No candidate for the Board of Directors shall be nominated without the consent of the person nominated.

Section 5: Vacancies

A vacancy is created on the Board of Directors by the termination of the term of office, the written notice of resignation, the death or the removal of a director. A Director shall be removed from the Board if that Director misses more than 25% of the Board meetings in a calendar year. The resignation of a Board Member is effective on the date that the Member gives notice to the President unless the member's notice specifies a subsequent date on which the resignation is effective.

A vacancy shall be filled, by vote of the membership, at the next annual membership meeting.

Section 6: Removal

The Board of Directors may remove a Director, with or without cause, by a two-thirds (2/3) vote by ballot of the board members present at a regular or special meeting of the Board of Directors. Notice of such action by the Board shall be given by regular mail, immediately after the meeting, to the Director to be removed. Said notice shall include advice to the Director that he may appeal the removal within thirty (30) days of the Board's action and that the removal shall be effective as of the date of the Board's action, if not appealed.

Section 7: Enumerated Powers

In managing the affairs of Snow Travelers, Inc., the Board shall specifically have, but not be limited to, the power to:

- A. Adopt standing rules.
- B. Organize events.
- C. Employ individuals.
- D. Procure and maintain liability insurance to protect its members in the performance of their duties and hazard insurance to protect now Travelers, Inc. property.
- E. Procure and maintain bonds for persons having custody of funds.
- F. Accept funds and authorize disbursement of funds.

Section 8: Voting

- A. Each Board member shall have one vote. Voting by proxy shall not be permitted. Board members must be present at the Board meeting to cast a vote, unless an electronic vote is called.
- B. Voting may be conducted electronically via email or organizations web based forum post(s). All electronic voting will be documented and verified at the next regular board meeting, immediately following any such electronic voting.

Article V: Meetings of Board of Directors

Section 1: Regular Meetings

Meetings of the Board of Directors shall be held at least six (6) times a year, at times and places determined by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the President with at least twenty-four (24) hours' notice or by any five (5) Board members with at least five (5) days written notice to the Board of Directors. Such notice by the President or at least five (5) Board members shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting.

Section 3: Quorum

A quorum shall be at least one-half (1/2) of the current number of members of the Board of Directors. A quorum shall be necessary to conduct business. A majority vote shall decide motions brought before the Board except as otherwise designated in these By-Laws.

Article VI: Officers and Duties of Officers

Section 1: Officers and Election of Officers

The officers of the Snow Travelers, Inc. shall be elected from the newly elected members of the Board of Directors, by the Board of Directors, at their first meeting following the annual membership meeting. The officers shall be as follows: President, Immediate Past President, Vice-President, Secretary and Treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of Snow Travelers, Inc. The offices of Secretary and Treasurer may be concurrently held by the same Board member. No other officers may hold

more than one office concurrently. Each officer of the Board of Directors shall serve in the same office for the purpose of running the general membership meetings.

The person who most recently held the office of President and who is still active in the Snow Travelers, Inc., shall hold the office of Past-President and the seat on the Board of Directors reserved for this office.

Section 2: Vacancies

A vacancy in an office shall be created in the same fashion as a vacancy on the Board of Directors is created. Such a vacancy shall be filled by ballot vote of the Board at a regular meeting. The individual elected shall serve for the remainder of the vacating officer's term. No name shall be placed in nomination without the consent of the nominee.

Section 3: Duties and Powers

The duties of the officers shall be as follows:

President: The President shall be the Chief executive officer of the Corporation and shall preside at all meetings of the Corporation membership and Board of Directors. The President shall be empowered to act, speak for, or otherwise represent the Corporation between the meetings of the Board but only in a fashion consistent with the decisions of the Board. The President shall appoint committees to carry out the Corporation's business.

Immediate Past President: The Immediate Past President shall assist the incoming officers in the transition from one administration to the next and in training of the new officers. The Immediate Past President shall act as advisor to the President and offer his/her experience from prior service to all of the officers.

Vice-President: The Vice President shall report directly to the President. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have all of the powers of, and be subject to the restrictions upon, the President. The Vice President shall have such other duties as may from time to time be prescribed by the Board of Directors.

Secretary: The Secretary shall report directly to the President and shall have the following duties:

- (1) The keeping of minutes of the discussions and actions of the Board and the discussions and actions at the general membership meetings, including the time and place of the meeting, the attendance, and the proceedings and business actions taken at the meetings;

- (2) The giving of notices of all meetings of the Board;
- (3) Maintaining a roster of paid-up members;
- (4) Submitting the bi-annual report;
- (5) Other duties consistent with the Office of Secretary which may be prescribed from time to time by the Board of Directors.

Treasurer: The Treasurer shall report directly to the President, shall be the Chief Financial Officer of the Corporation and shall have the following duties:

- (1) Keep and maintain adequate and correct records of the properties and business transactions of the Corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. The book shall be open to inspection by any Board member at all reasonable times;
- (2) Provide the Secretary with the names and contact information of members who are current in the payment of dues.

Article VII: Committees

Committees may be created by the President or the Board of Directors, as necessary to conduct the business of the Corporation.

Article VIII: Contributions and Depositories

Section 1. Contributions

Any contributions, bequests or gifts made to Snow Travelers, Inc. shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2. Depositories

The Board of Directors shall determine what depositories shall be used by Snow Travelers, Inc. as long as such depositories are located within the State and are authorized to transact business by the State of Alaska and are insured. All checks and orders for payment of money from said depositories shall bear the signature of the President or another designated Director. Those persons authorized to make disbursements by these By-Laws shall, at the beginning of their terms of office, execute signature cards for each banking institution in which Snow Travelers, Inc. accounts are located.

Section 3. Corporation Property

Neither the membership list, the name of the Corporation, nor the real or personal property of the Corporation may be used for any purposes other than the purposes described in **Article III** above.

Article IX: Contracts and Debts

All contracts and evidences of debt may be executed only as directed by majority vote of the Board of Directors. The President or Vice-President and the Treasurer shall execute, in the name of Snow Travelers, Inc. all contracts or other instruments authorized by the Board of Directors.

Article X: Fiscal Year

Snow Travelers, Inc. shall operate on a fiscal year beginning January 1 and ending December 31 of each calendar year.

Article XI: Parliamentary Authority

The most recent edition of Robert's Rule of Order shall be parliamentary authority for all matters or procedures not specifically covered by these By-Laws or by special rules of procedure adopted by the Board of Directors.

Article XII: Dissolution of Snow Travelers, Inc.

Upon the winding up and dissolution of Snow Travelers, Inc. after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, organization or corporation which has established its tax exempt status under Section 501(C) (3) of the Internal Revenue Code.

Article XIII: Amendments

These By-Laws may be amended by a two-thirds (2/3) vote of the membership present at any regular meeting or special meeting, provided that the amendment and notice off the meeting at which the amendment will be considered has been distributed to the members, through the Newsletter, at least thirty (30) days prior to such a vote. Proposals for amendments to the By-Laws may be submitted by any member or the Board of Directors.

Article XIV: Policy Manual

The Board is authorized to develop and provide to its members a procedure and policy manual that shall be used in conducting the normal business activities of the Snow Travelers.

We hereby certify that the foregoing By-Laws were adopted by the membership and Board of Directors of the Fairbanks Snow Travelers, Inc., on the _____ day of _____, 2017.

John Johnston, President

Steve Enochs, Vice-President

David Oliver, Secretary

Phillip Maxim, Treasurer

Jody Nolan, Past President

Ingrid Oliver, Board Member

Randy Robertson, Board Member

Fairbanks Snow Travelers, Inc.

By-laws of

2 March 2017

Addendum A

John Johnston, President

Steve Enochs, Vice-President

David Oliver, Secretary

Phillip Maxim, Treasurer

Jody Nolan, Past President

Ingrid Oliver, Board Member

Randy Robertson, Board Member