BYLAWS

Red River Snowmobile Club, Inc.

ARTICLE I – MEMBERSHIP

Section 1 – Membership
The Board of Directors shall establish, consistent with the Articles of Incorporation and these Bylaws, the qualifications for membership, duties of members, annual dues (if any), and the manner and timing of payment.

ARTICLE II – MEETINGS OF MEMBERS

Section 1 – Place of Meetings
Meetings of members may be held at the registered office of the Corporation or at any other location designated by the Board of Directors.

Section 2 – Annual Meeting
The annual meeting of members shall be held on or about the fourth Monday of October each year, at a time set by the Board of Directors and stated in the meeting notice.
At this meeting, members shall elect directors and conduct other business as appropriate.

If the annual meeting is not held or directors are not elected, a special meeting may be called for that purpose by the President, Vice President, Secretary, Treasurer, or upon request of any voting member.

Section 3 – Special Meetings
Special meetings may be called by:

- The President
- The Board of Directors
- Any two directors
- Members holding at least twenty percent (20%) of the voting power

A written request for a special meeting shall be submitted to an officer, who must issue notice within seven (7) days. The meeting shall occur no fewer than ten (10) and no more than sixty (60) days after the request.

If notice is not issued within seven (7) days, the requesting members may set the meeting time and provide notice.

Section 4 – Adjournment
If a meeting is adjourned, no additional notice is required if the new time and place are announced at the meeting.

Section 5 – Notice of Meetings
Written notice stating the time and place of each meeting, and the purpose of any special meeting, shall be provided at least ten (10) days in advance to all voting members.

Section 6 – Waiver of Notice
A member may waive notice of a meeting in writing before or after the meeting. Attendance at a meeting constitutes waiver unless the member objects at the outset.

Section 7 – Quorum
A quorum shall consist of two-thirds (66.6%) of members entitled to vote.

If a quorum is present, business may continue even if members later leave and quorum is lost.

Section 8 – Voting Rights
Each member is entitled to one (1) vote.

Section 9 – Method of Voting
Voting must be conducted in person.

Section 10 – Action Without Meeting
Any action requiring a vote may be taken without a meeting if all voting members provide written consent.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number of Directors
The Board shall consist of no fewer than three (3) and no more than ten (10) directors.

Section 2 – Election and Terms
Directors shall be elected by the members for three (3)-year terms.

To maintain continuity, initial terms shall be staggered:

- One-third for one (1) year
- One-third for two (2) years
- One-third for three (3) years

There is no limit on the number of terms a director may serve.

Vacancies may be filled by the remaining directors until the next member election.

Section 3 – Meetings
Board meetings shall be held at locations determined by the Board.

Section 4 – Notice of Meetings
Meetings may be called by the President or any two directors. Notice shall include time and place but need not include purpose.

Attendance constitutes waiver of notice.

Section 5 – Quorum
A majority of directors constitutes a quorum.

Section 6 – Action Without Meeting
Board action may be taken without a meeting if all directors provide written consent.

ARTICLE IV – OFFICERS

Section 1 – Election and Term
Officers shall be elected by the Board and include:

- President
- Vice President
- Secretary
- Treasurer

Officers serve until the next annual meeting or until successors are appointed.

Section 2 – President
The President shall:

- Preside over meetings
- Execute authorized documents (with a co-signing officer)
- Perform duties assigned by the Board

Section 3 – Vice President
The Vice President shall perform the duties of the President in their absence and other assigned duties.

Section 4 – Secretary
The Secretary shall:

- Maintain meeting minutes
- Issue notices
- Maintain records

- Perform customary duties of the office

Section 5 – Treasurer
The Treasurer shall:

- Manage financial records and funds
- Perform customary duties of the office

Section 6 – Compensation
Officers shall not receive compensation but may be reimbursed for reasonable expenses.

ARTICLE V – GENERAL PROVISIONS

Section 1 – Indemnification
The Corporation shall indemnify directors and officers for reasonable expenses incurred in legal proceedings related to their roles, except in cases of misconduct or failure to perform duties.

Section 2 – Committees
The Board may establish standing or special committees as needed.

Section 3 – Conflict of Interest Policy

A conflict of interest exists when personal, financial, or organizational interests could interfere with objective decision-making.

A. Actual Conflicts
Examples include:

- Personal financial gain
- Gifts or compensation from related parties
- Employment or family ties with involved entities

B. Potential Conflicts
Any situation that could influence decision-making must be disclosed.

C. Individual Responsibility
Members and officers must avoid using their position for personal or family benefit.

D. Organizational Conflicts
Conflicts may arise if the Club has divided loyalties or access to unfair advantages.

E. Disclosure and Management
All conflicts must be disclosed. The Board may require recusal or take other appropriate action.

ARTICLE VI – AMENDMENTS

Section 1 – Amendments
These Bylaws may be amended, repealed, or replaced by a majority vote of the Board of Directors.