



Orleans County Snowmobile Association

BY-LAWS

Approved by the Board on February 9, 2015

(These bylaws are formulated in accordance with Article Eleven of the 1988 Articles of Association, and VAST by-laws,
On file at the Vermont Secretary of State office)

Article I - Name:

The name of this Corporation, hereinafter called "OCSA", shall be the Orleans County Snowmobile Association.

Article II - Office:

The office of the OCSA and meeting place shall be as voted and approved by the members at a regular meeting with such subsequent notification to the members.

Article III - Purpose:

The purposes of OCSA shall be:

- a) To provide a liaison between the OCSA, it's members clubs, and the Vermont Association of Snow Travelers, Inc. (VAST).
- b) To oversee and assist the development, construction, maintenance, grooming, and coordination of the trail system within OCSA's historical territory and adjacent as deemed necessary to provide continuity between the counties.
- c) To undertake fund raising activities in a cooperative manner with the OCSA's member clubs,
- d) To promote public relations for the betterment of snowmobiling.
- e) To foster goodwill with all landowners who provide trail access to their lands.
- f) To consider and deal by all lawful means with common problems involved with snowmobiling and to secure cooperative action in advancing common purposes of the members of the OCSA.
- g) To conduct, promote, and encourage the sport of snowmobiling including safety training for the youths of the members.
- h) To provide for the recreation and amusement of the OCSA's member clubs and guests.
- i) To do any and all things necessary or incident to the OCSA's purposes.
- j) OCSA is organized and operated exclusively for the above stated purposes and for other nonprofit purposes and no part of OCSA's net earnings shall inure to the benefit of any private business or individuals of members.

Article IV - Powers:

In furtherance of the objectives described above, but not in limitation thereof, OCSA shall have power to collect and disseminate statistics and other information, to conduct investigations, to engage in various fundraising activities, to conduct promotional activities including advertising and publicity by way of suitable manner or media, and to hold such property as is necessary to accomplish its purposes.

Article V- Organization:

The management of OCSA and its affairs shall rest with a Board of Directors, hereinafter referred to as the Board, consisting of two members of each of the affiliated county clubs together with the County Director, shall have full control and management of its affairs and authority to execute all contracts and instruments necessary to carry out the purposes of the OCSA. *The fiscal year for OCSA shall run from August 1st to July 31st.*

Article VI- Membership:

- a) Active membership; Any Snowmobile Organization (local snowmobile club), with a minimum of 25 members, is eligible to become an active member of OCSA upon application and subsequent approval of the majority of the OCSA's Board of Directors at a regular or special meeting. The applicant organization should be located within Orleans County. Exceptions may be made due to geographical, or other extenuating reasons.
- b) Association Membership: Any individual member of a Snowmobile Organization, which is a member club of OCSA, shall be an associate member, with privileges except voting.
- c) Voting: Each member club of OCSA shall be entitled to **two votes** in the affairs of OCSA with such cast by the designees of the member club. Association members of OCSA shall be recognized to participate in any of the meetings but voting is restricted to the recognized designated members as determined by the club president that are in attendance at the meetings. The County Director/OCSA President shall vote only to break or table the issue in the event of a tie vote.
- d) A member or member club may be expelled or put on specified probation for just cause by a 2/3 vote of the membership at a regular or special meeting of OCSA. Such may only be done after being given a 14-day notice of the nature of the violation, and the aggrieved members/member clubs are given opportunity to represent themselves at the meeting.

Article VII-Dues:

Annual dues for membership to OCSA are payable by all member clubs *when VAST TMA payments are made*. The dues for OCSA shall be set each year by a vote of the member clubs. Dues may vary year to year, but shall be the same for all active member clubs. Effective 08/10/2015, club dues will be Two Dollars per TMA sold.

Article VIII-Meetings:

- a) Annual Meeting: The annual meeting shall be held one month prior to the VAST Annual Meeting each year at a location as designated and warned with a minimum 10 day notice by the Board. Election of officers shall be conducted and any other business as applicable.
 - * 1) **VAST** County Director, Alternate Director, Trails Coordinator, Alternate Trail Coordinator (if needed), their duty descriptions are detailed in VAST bylaws.
 - * 2) **County** President, Vice President, Secretary, Treasurer.
- b) Regular meetings: Regular meetings of OCSA shall be held at least four times a year at a place designated by the board. Any change of location or time having a minimum 10 day notice to members. At this meeting the Secretary and Treasurer's reports shall be presented to the OCSA members for their approval or as amended.
- c) Special Meetings: Special meetings of OCSA may be called by the President, County Director or Board with notification of at least 10 days written or 7 days by phone or email. The notice shall state the date, time, location and purpose of the meeting.

d) Quorum: A majority of the Board shall constitute a quorum. A majority of the votes cast shall be necessary to carry a motion or for an election.

e) Officers: The officers of OCSA shall be: President, Vice-President, Secretary, Treasurer, County Director, Alternate County Director, County Trails Coordinator and Assistant Trails Coordinators. If the association deems fit, the President may also serve as County Director and the Vice President as the Alternate County Director.

Article VIII- Duties:

President: The duties of the President are to preside at all meetings of the Board and to be an ex-officio member of all committees, to provide active leadership for the County and to carry out all recommendations as approved by a majority of the Board.

Vice-President: The duties of the Vice-President are to officiate in the absence of the President and to assist him/her in carrying out their duties.

Secretary: The duties of the Secretary shall be to keep accurate minutes of all meetings and to send out any correspondence as directed by the President or the Board.

Treasurer: The Treasurer shall collect all dues, fines and penalties, as may be levied, and pay OCSA obligations. He/she shall maintain OCSA's Bank Account and keep an accurate record of all receipts, expenditures, receivables, and payables. A financial report shall be presented at each meeting. The Bank Account shall be at a bank as approved by the Board and reconciliation will be responsibility of the Treasurer.

County Director/Alternate: The duties of the County Directors shall be to provide active leadership for OCSA, VAST and their activities within their respective Counties and:

- a) Serve on the VAST Board of Directors.
- b) Act as liaison between the local clubs and members of the VAST.
- c) Be familiar with these by-laws perform their duties in accordance with these by-laws and approved VAST policies.
- d) Be available at the call of the local clubs and/or VAST and meet with the VAST membership at any reasonable time and help in the formation of new clubs.
- g) Work under the general direction of the Board of Directors of the OCSA and VAST.
- h) Act as liaison between VAST and all state agencies at the state and county level.
- j) The County Directors, or in their absence, their elected alternate, shall have voting rights at the Directors Meetings, Annual Meeting, and Special Association Meetings.

Trails Coordinator: The County Trails Coordinator shall have the following responsibilities:

- a) Shall be a member of the VAST Trails Committee, and all duties as detailed in VAST bylaws.
- b) County: Shall coordinate OCSA members' trails within the county territory as defined between Orleans County and adjacent counties. He/she shall assist the members in the procedures of trail construction, signing, grooming, bridges and culverts, as well as pre-inspection of any trail construction projects involving a VAST monetary grant, plus final inspection with signed approval. He/she will, when possible, inspect trail standards compliance along with the members' local trailmaster and ensure trail grooming is being accomplished as required. The Trails Coordinator, in conjunction with the County Director, shall request members to assist each other in case of groomer failures and shall recommend "a mutual aid program".

Committees:

- a) Committees may be created by the President or Board to further OCSA purposes. The President shall appoint the committee chairs and the chairs will select their committee members.
- b) Vacancies of any committee member or officer may be filled by temporary appointment of the President with subsequent approval by the Board.
- c) The President or Board may appoint a nominating committee for the purpose of presenting a slate of officers for vote at the annual meeting.

Article IX – Charitable Contributions:

- a) The Board shall approve all charitable contributions.

Article X – Amendments:

- a) Amendments to these bylaws shall be presented to the Board for action at any duly called meeting provided the proposed amendment and reason for such is provided the member clubs by written mail notice at least 14 days in advance of scheduled meeting.

Article XI – Liquidations:

Upon the dissolution of the corporation, assets shall be distributed to one or more entities that shall replace and or take over the responsibilities of OCSA, as indicated in Article III of this document. In the event that no entity assumes those responsibilities, the assets of this corporation shall revert to VAST (Vermont Association of Snow Travelers) to be used for the support of snowmobiling in Orleans County, and/or Vermont.

Article XII – Non-Discrimination Clause:

OCSA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Article XIII – Affiliated Membership

The following organizations constitute the active membership of OCSA:

Club Name	Abbreviation	Town or Area
Country Riders Snowmobile Club	CRSC	Troy, Jay, Westfield, Newport Center, Irasburg
Craftsbury Snowmobile Club	CSC	Craftsbury
Drift Dusters Snowmobile Club	DDSC	Derby, Morgan, Holland, Norton, Charleston
Glover Trail Winders	GTW	Glover, Barton, Albany, Sheffield
Hazen’s Notch Snowmobile Club	HNSC	Lowell, Albany, Westfield, Irasburg
North Country Mountaineers	NCM	Newport City, Coventry, Irasburg, Derby
Orleans Snow Stormers	OSS	Orleans, Westmore, Brownington, Charleston, Barton

End

Approved on February 9, 2015
Amended on August 10, 2015