

# **By-Laws**

CNY Snow Travelers, Inc.  
Revised and Adopted December 30, 2009  
Revised and Adopted March 6, 2019

## **Article I - Name**

### ***Section 1:***

The name of the club shall be CNY Snow Travelers, Inc., hereafter referred to as "CNYST".

## **Article II - Purpose**

### ***Section 1:***

The purpose of CNYST is:

- to support the maintenance and enhancement of public snowmobile trails in New York State and specifically in Madison and Oneida Counties
- to increase public awareness of the need for and value of preserving, protecting and managing the natural environment for public uses, including snowmobiling
- to develop a fraternal spirit among landowners and snowmobile operators
- to provide information to the general public about the outdoor activity of snowmobiling, including information about the safe operation of snowmobiles, the safe travel and navigation of lands by means of snowmobiles, and the protection of the environment while using snowmobiles as a means of individual and family recreation
- to provide support to governmental authorities having jurisdiction over public safety, the environment, and snowmobiling, including cooperating with governmental agencies to maintain and improve public snowmobile trails

### ***Section 2:***

It shall be the prime interest of CNYST to maintain the scenic beauty and ecology of all trails and surrounding areas.

It shall be the duty of CNYST to follow the regulations of the Office of Parks, Recreation, and Historic Preservation (OPRHP), and report to OPRHP any trail changes or organizational changes.

It shall be the duty of CNYST to continue their membership to NYSSA and the county associations. NYSSA membership is required in order to obtain trail funding, trail insurance, and other benefits.

## **Article III - Membership**

### ***Section 1:***

CNYST will be open to the general public, subject to review by the Board of Directors. The Board of Directors, as deemed necessary and proper, may grant an honorary membership. Landowner's will be considered honorary members. Trail workers must be current members.

CNYST 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 Board, staff, clients, volunteers, subcontractors, vendors, and clients.

**Section 2:**

Application for membership shall be accepted in writing, on the appropriate form, to the Membership Committee, or the NYSSA web site, and accompanied by the required dues. Each member is required to pay their own NYSSA dues. Honorary members are required to pay their own NYSSA dues to become a NYSSA member. CNYST will not pay NYSSA dues for members.

**Section 3:**

A member may resign from CNYST at any time upon written notice to the Membership Chair.

**Section 4:**

The Board of Directors may terminate any membership in the club for nonpayment of dues or for any other reason by a 2/3 vote of the Board of Directors.

**Section 5:**

There are four (4) classes of membership: Trail Defender, Life, Family and Individual. Family consists of husband, wife and children under 18 years of age, or any combination thereof.

**Section 6:**

Voting: Family memberships will be allowed one vote for each adult and no votes for children. All individual members will be allowed one vote regardless of age.

**Section 7:**

All cooperating landowners, who have signed a land use agreement allowing use of their property as part of the trail system, will be granted an honorary membership.

**Section 8:**

The Board of Directors shall set the annual membership dues rates for each class of membership. The membership year will be from September 1 through August 31.

**Article IV - Code of Corporate & Member Conduct**

**Section 1:**

**Jurisdiction**

The provisions of this Code of Corporate & Member Conduct are provided as a supplement to the various provisions of the CNYST By-Laws guiding the conduct of CNYST, its Officers and Directors. Any conflict between this code and the By-Laws shall be resolved by the Board as a whole.

**Section 2:**

**Confidentiality**

We are committed to maintaining the highest degree of integrity in all our dealings with potential, current and past members, both in terms of expected confidentiality, and the protection of all personal information received in the course of providing membership services. We extend the same standards to all our members, suppliers and associates.

**Section 3:**

**Duty of Care**

Officer's and Director's actions and advice will always conform to relevant law.

**Section 4:**

**Contracts**

To the extent possible CNYST will always seek out services which are provided pursuant to a written contract in a form that provides sufficient detail to determine costs, timescales and deliverables.

***Section 5:***

**Intellectual Property**

CNYST retains the moral rights in, and ownership of, all intellectual property that has been created on CNYST's behalf to serve our membership's needs.

***Section 6:***

**Quality Assurance**

CNYST is committed to operating as a not for profit organization utilizing the best management techniques for the operation of the organization as a whole. CNYST will undertake regular reviews of its corporate structure and operations, maintain its financial records as required by law and make such available for review by any CNYST member in good standing or any government agency having jurisdiction over the operation of the organization. CNYST shall submit its books and financial transactions to review by both an internal audit conducted by the members of the Board of Directors and from time to time by an accredited account firm or individual.

***Section 7:***

**Professional Conduct**

CNYST, its Officers and Directors will conduct all activities professionally and with integrity.

***Section 8:***

**Equal Consideration**

CNYST is an equal opportunity corporation and does not discriminate for employment or membership on the basis of race, gender, religious belief, national origin or physical ability. CNYST will at all opportunities encourage diversity in its membership, Members of the Board and contractors. No position shall be granted to any person in service to the organization based upon that person's personal relationship to any Officer or Member of the Board of Directors. All personal relationships to an Office or Member of the Board of Directors, such as but not limited to spouse, life partner, child, sibling, cousin, club member, etc. shall be disclosed prior to any appointment by the Board to a non-elected position within the organization, compensated or not.

***Section 9:***

**Officer/Director Conduct**

CNYST, its Officers and Directors shall refrain from behavior unbecoming a member of the organization. Such behavior may include public intoxication at an official event or while representing the organization, cursing or swearing during public meetings, or conviction of a crime of moral turpitude.

CNYST, its Officers and Directors shall strive to conduct themselves in a professional manner recognizing that what they say and do is a direct reflection on the organization whether such actions are undertaken in an official capacity or not.

CNYST, its Officers and Directors shall not act in a manner that demeans any officer, director, or volunteer of the organization in any open forum. Director issues shall be brought to the attention of an officer of the organization.

Any complaint regarding an Officer, Director, or Member shall be provided to the President of CNYST and shall be compliant with the anti-harassment policy of the club. Any complaint regarding the President, shall be brought to the Board of Directors.

Upon request, CNYST shall consider and financially support requests by Officers and Directors to become members of organizations or to attend conferences and programs which advance the purpose of the club and/or contribute to the Officers and Directors' professional development.

***Section 10:***

**Enforcement**

CNYST, its Officers and Directors recognize that the Board of Directors has the right to bring charges to the Board against any personal who violates the CNYST Code of Corporate and Member Conduct and may move to have such person removed from the organization following an opportunity to be heard by the Board. These enforcement provisions are in addition to any other remedy which has been afforded to the Board by past measures contained in the CNYST By-Laws.

**Article V - OFFICERS (Executive Committee)**

***Section 1:***

The officers of CNYST shall be President, Vice President, and Secretary/Treasurer. The Board of Directors shall appoint a fourth and fifth Board member to be part of the Executive Committee for management between Board of Director meetings.

***Section 2:***

The general membership shall elect, from among their number, a President, Vice President, and Secretary and Treasurer. The meeting of the general membership to elect officers shall be at the Annual Meeting.

***Section 3:***

All Officers shall take effect immediately upon election and hold office for one year, or until their successors have been elected and qualified.

***Section 4:***

The President will preside at all meetings of CNYST and its Board of Directors; shall appoint needed committees if so directed by the Board of Directors; shall be a member ex-facto of all committees; shall carry on responsibilities assigned by the by-laws, the Board of Directors and/or the general membership; and such other duties applicable to the office as prescribed by the parliamentary authority adopted by CNYST. The President's name shall appear on all bank accounts with the Secretary/Treasurer's name. The President may hold this position no more than four (4) consecutive years or until their replacement takes office.

***Section 5:***

The Vice-President, during the absence of the President at Membership meetings and Board meetings; shall perform the duties and have the powers of the President; shall carry on responsibilities assigned by the by-laws, the Board of Directors and/or the general membership; and such other duties applicable to the office as prescribed by the parliamentary authority adopted by CNYST. The Vice-President may hold this position no more than four (4) consecutive years or until their replacement takes office.

***Section 6:***

The Secretary/Treasurer shall keep all CNYST records, including

- minutes of meetings;
- shall send out notices of meetings;
- all usual secretarial functions of the office
- financial accounts of CNYST
- have charge of its funds
- disburse the funds as directed by the Board of Directors and/or the general membership
- and such other duties applicable to the office as prescribed by the by-laws, the Board of Directors and/or the general membership; and such other duties applicable to the office as prescribed by the parliamentary authority adopted by CNYST

The Secretary/Treasurer's name shall appear on all bank accounts with the President's name. The Secretary/Treasurer shall keep all CNYST funds (except petty cash) in a bank approved by the Board of Directors and in the name of CNYST. Said funds will be subject to withdrawal in such a manner as may be from time to time approved by the Board of Directors and/or the general membership. A Treasurer's report shall be prepared for each Board and general membership meeting. An annual statement shall be prepared for each Annual Meeting.

**Section 7:**

All the other officers of CNYST shall have the powers and duties as required by law and as prescribed by the parliamentary authority adopted by CNYST.

**Section 8:**

In the case of a vacancy for President, the Vice-President shall become President for the remainder of the term. In the case of a vacancy for the Vice-President, or Secretary/Treasurer, the Board of Directors will appoint a replacement for the remainder of the term.

**Article VI - MEETINGS**

**Section 1:**

A regular meeting of CNYST shall be held on the first Wednesday of every month, unless otherwise ordered by the Executive Committee.

**Section 2:**

The regular meeting in April shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports, and conducting any other business that may arise.

**Section 3:**

A special meeting may be held upon the call of the Executive Committee or on the written request of any five (5) members of CNYST. The purpose of the meeting shall be set forth in the notice and only that business will be conducted.

**Section 4:**

5 members of the general membership in attendance, will constitute a quorum. A quorum is needed to hold a general membership meeting.

**Section 5:**

Any formal action taken at any meeting of the membership shall require a majority vote of those members present.

**Section 6:**

The order of business at meetings shall be:

- A) Reading of minutes
- B) Treasurer's Report
- C) Report of the Board of Directors
- D) Report of Standing Committees
- E) Report of Special Committees
- F) Unfinished Business
- G) Election of Officers (if required)
- H) New Business
- I) Adjournment

The order of business at meetings was used from the book, "Robert's Rules of Order Newly Revised".

## **Article VII - BOARD OF DIRECTORS**

### ***Section 1:***

The Board of Directors shall consist of 5 persons elected from the general membership at the Annual Meeting. A member shall be elected for a term of 3 years. Also included in the Board of Directors will be members of the Executive Committee (as described in Article IV) and the chairpersons of the Standing Committees (as described in Article VII). All members of the Board of Directors must maintain current membership in CNYST.

### ***Section 2:***

The Board of Directors has the authority of the club to act on behalf of the club between Membership meetings and is charged with the running of the business of the club.

### ***Section 3:***

Any Board member may be terminated for any reason by a 2/3 vote of the remaining Directors.

### ***Section 4:***

In cases of vacancies occurring on the Board of Directors, by reason of death, resignation or otherwise, the remaining Directors shall, by majority vote, elect from the general membership a successor for the remainder of the term.

### ***Section 5:***

At all meetings of the Board of Directors (regular or special) a majority of the Board shall constitute a quorum. Notwithstanding a quorum, there shall be no business conducted. If a quorum is not present, the presiding Officer may adjourn the meeting to a day and time fixed by him/her.

### ***Section 6:***

Meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by resolution of the Board of Directors, or as may be specified in the notice of meeting. Upon request of the Executive Committee or any quorum of the Board of Directors, the Secretary shall call a special meeting of the Board of Directors. The Board of Directors shall make an annual report during the time and place of the Annual Meeting of the membership.

### ***Section 7:***

In the case of a specific issue arising between board meetings, Board members shall have an electronic vote (email) as long as a majority of the Board members are capable of receiving electronic mail and a majority of the Board members vote in response to the electronic mail. The secretary shall print all votes and bring them to the next board meeting at which time they shall become part of the Minutes.

### ***Section 8:***

The Board may appoint other club committees. The Board of Directors shall have the power at any time to discharge any committee.

### ***Section 9:***

Board members shall have the power to spend up to \$500 between Board meetings. A report shall be made, either in person or in writing, to the Board at the next meeting. For greater amounts, the following rules shall apply:

Up to \$1000: The approval of 3 Board members.

Up to \$5000: The approval of 5 Board members.

Over \$5000: requires a general assembly vote.

Amounts over \$1000 require the Secretary/Treasurer to be one of the approving Board members.

**Section 10:**

First priority will be given to club members on pay-out expenditures/projects.

**Section 11:**

The Board of Directors shall designate what trails shall be maintained each year.

**Section 12:**

Any Board member who misses three (3) unexcused Board of Director meetings in a row shall be subject to review by the Board of Directors.

**Article VIII - COMMITTEES**

**Section 1:**

The standing committees shall be established by the Board of Directors.

The standing committees shall be Trail/Groomer Maintenance. The Chairperson of each standing committee shall have a seat on the Board of Directors. If the appointed Chairperson is already a Board member, they must submit their written resignation, for their elected position, to the Board of Directors.

**Section 2:**

Each committee shall consist of at least three (3) current members of CNYST. The members of the committee shall appoint a chair of the committee. The chair may be counted as a general committee member.

**Section 3:**

The committee shall prepare a report for each Board of Director and general membership meeting.

**Section 4:**

The Trail/Groomer Maintenance Committee shall be responsible for trail opening, marking and closing and landowner permission of said trails; and responsible for keeping all grooming equipment in proper working order.

The members of the committee are strongly urged to attend monthly meetings from November through March. If unable to attend a meeting, contact the Trail/Equipment Coordinator.

**Section 5:**

Special Committees or Standing Committees shall be appointed by the Board of Directors as they shall, from time to time, deem necessary to carry on the business of CNYST. The Committee shall appoint the Committee Chair. The President shall be a member ex-facto of all committees, except the Nominating Committee.

**Section 6:**

The committee shall be empowered by the Board of Directors.

**Article IX - MANAGEMENT AND PARLIAMENTARY AUTHORITY**

**Section 1:**

The management of CNYST will be vested in the Board of Directors. The Executive Committee (as described in Article IV) shall manage the club between Board meetings.

**Section 2:**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CNYST in all cases in which they are applicable and in which they are not inconsistent with these by-laws and any other special rules CNYST may adopt.

## **Article X - FISCAL YEAR**

### ***Section 1:***

The fiscal year will commence on the first day of April and close twelve (12) months later on the last day of March.

## **Article XI - ELECTION PROCEDURE**

### ***Section 1:***

Nominating Committee: The Board of Directors shall appoint a nominating committee. This committee shall consist of 3 persons from the membership who are not currently active Board members.

### ***Section 2:***

The nominating committee shall, at least 60 days prior to the Annual Meeting, send notice to all members announcing those members of the Board and Officers whose terms are expiring.

### ***Section 3:***

The nominating committee shall solicit from the general membership candidates of good standing of at least one year for the Board of Directors and Officers. Candidate names must be submitted to the nominating committee, in writing, at least 30 days prior to the Annual Meeting.

### ***Section 4:***

The nominating committee shall interview and select all candidates for election to the Board of Directors and Officers positions.

### ***Section 5:***

The nominating committee shall advise all members at least 15 days prior to the Annual Meeting, of the names of candidates selected for all open positions. If these time lines are not met, the election procedure reverts to Robert's Rules of Order Newly Revised.

### ***Section 6:***

Voting for vacancies shall be done at the Annual Meeting.

### ***Section 7:***

Election shall be by ballot unless there is only one candidate for an office. Members will be asked to vote for no more than the number of positions vacant. Voting for a lesser number will not void the ballot. A vote for more than the number of vacancies will void the ballot. Proxy votes will not be allowed.

### ***Section 8:***

The nominating committee shall count the votes for the candidates. In the event of a tie for the vacancy, the pre-election President shall call for votes to be recast until a majority prevails.

### ***Section 9:***

As the first order under new business, the pre-election President shall announce newly elected officials.

### ***Section 10:***

The election results will be published in the next newsletter.

## **Article XII - AMENDMENTS TO THE BY-LAWS**

### ***Section 1:***

These by-laws may only be amended twice per fiscal year, the annual meeting or one other meeting, by a two-thirds vote of those in attendance, provided the procedure in Section 2 has been followed.

### ***Section 2:***

Any proposal of a change to said by-laws shall be submitted, in writing, to the Secretary. The Secretary will in turn send by mail, newsletter, or electronic mail said proposal and the current version to all members along with a date, time and place of the regular general membership meeting to discuss and vote on said proposal.

### ***Section 3:***

The results of by-law voting will be published in the next newsletter.

### ***Section 4:***

If passed, a copy of the by-laws and amendments shall be delivered to all current members by mail, newsletter or electronic mail.