



NEW HAMPSHIRE SNOWMOBILE ASSOCIATION

By-Laws

Commented [MOU1]: "Constitution" deleted.
Articles of Agreement are the constitution. Bylaws are the statutes.

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ARTICLE I - NAME

The name of the organization shall be the New Hampshire Snowmobile Association Incorporated (the "Association" or "NHSA") and shall be a New Hampshire voluntary corporation in good standing duly recognized by the Internal Revenue Service as a 501(c) (4) non-profit social welfare organization.

Commented [MOU2]: Updated to meet state law and best practices.

ARTICLE II – PURPOSE

The Association shall operate exclusively for the promotion of social welfare within the meaning set forth in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United State Internal Revenue Law) (the "Code"), and for the following specific purposes:

- A. To promote and foster snowmobiling as a sport and recreation for its members.
- B. To aid and guide in the enacting of sensible legislation governing snow traveling vehicles and related activities.
- C. To exchange ideas, trail information, group activities and information pertinent to the welfare of snowmobiling.
- D. To create and maintain a map of the system of trails for the use of snowmobiles;
- E. To educate its members on good conduct, sportsmanship, safety and conservation practices.
- F. To publish the newsletter, "Sno-Traveler," of which a copy of each issue shall be sent to each member of the NHSA.
- G. To promote snowmobile tourism in New Hampshire.

Commented [MOU3]: Changed to reflect the fact that the Association does not manage trails.

ARTICLE III - ORGANIZATION

Note: When circumstances dictate, any wording that applies to male may be substituted to apply to female.

GENERAL - The Association shall be governed by a Board of Directors. Executive Officers upon election shall be members of the Board of Directors. It shall be the duty of the Board of Directors to carry out the purposes of the Association as set forth in the Articles of Agreement and in Article II above. All Board of Directors shall be members in good standing of the NHSA.

Commented [MOU4]: The purpose is outlined in the Articles of Agreement and it needs to be reflected here.

A. EXECUTIVE OFFICERS

Executive Officers shall include the President, Vice President, Secretary, Treasurer, and Immediate Past President. Each Executive officer shall be a resident of the State of New Hampshire.

1. **Requirements** - Any person running for the office of President or Vice President of the NHSA must be qualified by serving two (2) years on the NHSA Board of Directors prior to election.
2. **Terms** - All executive officers shall serve for a term of one (1) year beginning July 1st. All officers, whether elected or appointed by the Board of Directors to fill a vacancy, shall serve until June 30. Should the office of President become vacant, the Vice-President shall serve as President for the rest of the unexpired term. In the event both the office of President and Vice-President are vacant simultaneously, an election shall be held by the Board of Directors to fill the unexpired term of either or both the offices of President and Vice-President as the case may be. If a vacancy occurs, the President will appoint a secretary or treasurer to fill the unexpired term. No officer except the secretary and/or treasurer may hold the same office for a period of more than three (3) consecutive terms but may be re-elected after one (1) year of non-service.
3. **Elections** - At the Annual Meeting there shall be an election of officers by the delegates present. A nominating committee appointed by the NHSA Board of Directors will present to the membership no earlier than ninety (90) days or later than sixty (60) days prior to the Annual Meeting, a slate of candidates for Executive Officers. Other candidates may be nominated by petition. All nominations by petition shall be presented on NHSA form P-1, and shall contain twenty-five (25) or more signatures of New Hampshire Snowmobile Association members in good standing on or before March 1st of that same year, shall be accompanied by a letter of acceptance from the candidate, and shall be filed at the NHSA office no later than 4pm on March 1st of the same year. A majority of fifty percent (50%) plus one (1) of the votes cast will be necessary to win. Run-off elections may be necessary to establish a majority. In the event that there are more than two (2) candidates, the candidate(s) who received the fewest number of votes shall be removed from tallying for the run-off election. The newly elected officers will be presented to the membership at the Annual Meeting.

Commented [MOU5]: This was cleaned up deleting "consecutive or non-consecutive" and changed to "prior to election"

Commented [MOU6]: Clear language on simultaneous vacancies.

Commented [MOU7]: This better defines when the nominations are due.

B. BOARD OF DIRECTORS

The Board of Directors shall consist of the Executive Officers and Directors: ten (10) County Directors; ten (10) Assistant County Directors; and one (1) Business Director (any business, dealer or organization having an interest in furthering the sport of snowmobiling).

Commented [MOU8]: Clarifies Assistant Director's position on the board. Although the intent is reflected in III-B-2 it was not clearly defined.

1. COUNTY DIRECTOR

- a. Each County Director shall be a resident of the state of New Hampshire, a member in good standing in NHSA as defined in the NHSA Rules of Business as described in

Article VIII below, and a member of a club within the county he represents, and the club shall be a member of the NHSA. County Directors shall be elected by member clubs from their respective counties for a two-year (2) term at a county meeting held no later than thirty (30) days prior to the Annual Meeting of the NHSA. Directors will be elected every 2 years.

Commented [MOU9]: Clear language

<u>Odd Years</u>	<u>Even Years</u>
Belknap	Grafton
Carroll	Merrimack
Cheshire	Rockingham
Coos	Strafford
Hillsboro	Sullivan

- b. Vacancies of the County Directors will be filled by election of member clubs in their respective counties. All elections of County Directors to fill vacancies will be for the unexpired term of said County Director. This is to be done within sixty (60) days after the vacancy of the County Director. After sixty (60) days, if no election has been held, the Board of Directors will appoint a County Director to fill said vacancy.
- c. Any County Director may be removed for just cause as defined in NHSA Rules of Business by a 2/3 vote of the member clubs of their respective counties present at a county meeting, providing, however, a petition signed by two officers each of a majority of the clubs in said county is received by the Board of Directors and that all respective county clubs and County Director are notified by the NHSA office no later than fifteen (15) days prior to said County Meeting.

2. ASSISTANT COUNTY DIRECTOR

- a. Assistant County Directors shall be voted or selected by the County Director of the respective County. Each Assistant County Director shall be a resident of the state of New Hampshire, a member in good standing in NHSA as defined in the NHSA Rules of Business as described in Article VIII below, and a member of a club within the county he represents and the club shall be a member of the NHSA. The Assistant's term shall run concurrent with the Director's term.
- b. The Assistant County Director has debating powers.
- c. The Assistant County Director shall assume all duties of the County Director in his absence.

Commented [MOU10]: Clear language

3. BUSINESS DIRECTOR

- a. The Business Director shall serve a two (2) year term.
- b. They shall be a business member in good standing in the NHSA as defined in NHSA Rules of Business described in Article VIII of these Bylaws.
- c. A Business Director must be an owner or employee of a business member.

- d. The Business Director will be Appointed by the President every two (2) years in even years.

4. EXECUTIVE COMMITTEE

The Executive Officers will serve as the members of the Executive Committee. The Executive Committee shall have the power to act on behalf of the Board of Directors between meetings of the Board of Directors in order to manage and direct the affairs of the Association. All actions of the Executive Committee will be reviewed and ratified at the next regularly scheduled or special meeting of the Board of Directors.

Commented [MOU11]: Defining the Executive Committee which can act on behalf of the Board between meetings. All actions must be reviewed and ratified at the next full Board meeting.

This is one of several pieces that will allow the Association to operate in the event of an emergency.

C. ADVISORY BOARD

An Advisory Board shall be made up of all Past Presidents of the NHSA who wish to serve but not to exceed the number on the Board of Directors. In the event there are less than three (3) members serving on the Advisory Board, the Board of Directors may elect the necessary number of members to equal the minimum of three members from a slate of candidates of past directors submitted by the nominating committee. The Advisory Board shall have a minimum of one meeting annually. At its first meeting, the Advisory Board will elect a Chairman and meet with the Executive Officers to review and plan the future direction of the NHSA. This meeting will be held on or before July 31 each year. Other meetings may be called by the Chair or the President of the NHSA.

Commented [MOU12]: Clear language as to when the chair is selected.

1. It shall be the duty of the Advisory Board to assist the officers and directors in a consulting capacity to implement the purpose of the Association.

D. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall serve as the Chief Executive Officer of the Association. The Executive Director serves as an authorized agent of the Board of Directors to transact the business and affairs of the Association on behalf of the Board of Directors. The duties and responsibilities of the Executive Director will be those prescribed by the Board of Directors.

Commented [MOU13]: Recognize the position and the authority granted by the Board of Directors.

E. DUTIES

1. The President shall appoint such committees that he or the Board of Directors deem necessary. He shall not be a member of the nominating committee, but he shall be ex-officio (non-voting) member of all other committees and a member of the Advisory Board. He shall have such power and perform such duties as may normally be incident to the office of the President of any organization. The President, as the chief elected official, will be responsible for conducting all meetings of the Association in a business-like manner. The President may speak on a motion but shall not introduce a motion or second a motion unless he relinquishes

the chair to another officer. The President may vote in the event of a tie vote or in the case of a majority vote of 1 or vote on a secret ballot of the Association.

2. The Vice-President will assist the President in the discharge of his duties and shall preside in the absence of the President. He shall also be Membership Chairman with power to appoint other members to assist him.
3. The Secretary shall submit a copy of the minutes of the previous meeting to all board members. The Secretary will read all matters to be acted upon when requested to do so, call the roll of the Association when necessary, sign his name to the minutes and authenticate by his signature alone, or in connection with that of the presiding officer, all acts, orders and proceedings of the Association. He shall also be Annual Meeting chairman with power to appoint other members to assist him. In the absence of the President or Vice-President, it is his duty to call the meeting to order and to occupy the chair until a chairman pro tem is elected.
4. The Treasurer shall account for all monies accruing to the Association. He shall pay all obligations as directed by the Board of Directors and keep a true and complete record of all financial transactions and make reports at all meetings. The accounts shall be audited ~~or reviewed~~ annually by a recognized certified public accountant and a report be distributed at the Annual Meeting. He shall also be Finance Committee chairman.
5. Each County Director shall carry out the wishes of the County, which he represents, to the best of his ability in keeping with the interests and purposes of the Association. He shall keep his County informed as to the activities of the Association and will forward to the President all information helpful or harmful to the sport of snowmobiling that may come to his attention.
6. The Business Director shall communicate with his respective segment at least twice a year.

Commented [MOU14]: Option for audit or financial review, as requested by Board.

F. CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and make a matter of record through an annual procedure and also when the interest involves a specific issue before the Board.

~~Pursuant to RSA 7:19-a,~~ when the transaction involving a board member, trustee or officer exceeds five hundred (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, and then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of an agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

Commented [MOU15]: This is the New Hampshire pecuniary benefit transaction statute found at <http://www.gencourt.state.nh.us/rsa/html/1/7/7-19-a.htm> which the following language reflects.

ARTICLE IV - MEMBERSHIP

A. MEMBERSHIP CATEGORIES

1. Any Snowmobile Club within the State of New Hampshire, duly organized and incorporated with compatible intents and purposes, is eligible annually for membership.
 - a. The club assumes the responsibility to maintain its status of good standing within the Association Rules of Business as described more fully in Article VIII below.
 2. Individual membership will be a benefit for those who are members in good standing as defined in the NHSA Rules of Business of an affiliated club. Members of affiliated clubs are not required to accept this benefit except as required by club by-laws.
 3. Business membership will be open to any business or organization having an interest in furthering the sport of snowmobiling. Business members will not be entitled to voting privileges.
 4. County organizations or associations membership will be open to organized New Hampshire county snowmobile groups whose membership is solely clubs within that county.
- B. Any member, or applicant for membership, shall not be discriminated against for reasons of race, color, creed, age, gender, or sexual orientation.
- C. No member or employee shall contract any debts for or against the NHSA without first being authorized to do so by the majority vote of the Board of Directors at any regular meeting.
- D. Only members in good standing will be eligible to hold any office or be appointed to serve on any committee when duly elected or appointed.

Commented [MOU16]: Added clear definition.

Commented [MOU17]: New membership category to assist counties.

Commented [MOU18]: Updated language

ARTICLE V - DUES

- A. Annual club membership shall be payable on or before July 1, annually. In addition, member clubs shall be assessed dues based on their membership transactions.
- B. The Board of Directors may propose a revision of the dues to be acted on by the membership at any Annual Meeting and/or Special Meeting of the Member Clubs. Notice of such revision to be given at least thirty (30) days prior to the Annual Meeting and/or Special Meeting of the Member Clubs. Such revision shall take effect the following July 1st.

ARTICLE VI - MEETINGS

A. BOARD OF DIRECTORS MEETINGS

1. Shall be held monthly unless voted otherwise by the Board at a regular meeting of the Board.
2. Special meetings of the Board of Directors may be called by the President. All Executive Officers, Directors, Assistant Directors and members of the Advisory Board shall be notified of the time, place and purpose of the meeting at least twenty-four (24) hours before the Special Meeting.
3. Emergency meetings may be called at the request of seven (7) or more Directors when deemed necessary due to legislation, provided the President or Vice-President is available to conduct it without prior notice being given.
4. **Electronic Meetings.** Members of the Board of Directors and members of any committee designated by the Board may participate in a meeting of such board or committee by means of a conference telephone, video conferencing technology, or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting. Electronic meetings can be held as prescribed in NHSA Rules of Business.
5. A minimum of five (5) County Directors and two (2) voting officers shall constitute a quorum at any meeting of the Board of Directors.
6. Voting privileges shall be given to the Vice President, Treasurer, Secretary, Immediate Past President and ten (10) directors, one for each county. In the event that a County Director is absent the Assistant County Director assumes voting privileges. In the event of a tie vote, the President may cast the deciding vote. Voting privileges are extended to electronic meetings. The method of electronic voting will be prescribed in the Rules of Business. There shall be no vote done by proxy.
7. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if: (i) consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors; or (ii) consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.
8. **Electronic Signatures.** Any Association business to be transacted by an Executive Officer, Director, or the Executive Director requiring a signature is valid and binding upon the Association if an authenticated electronic signature is used.

Commented [MOU19]: In order to conduct meetings electronically or virtually, it needs to be expressly allowed in the bylaws.

Commented [MOU20]: In order to enable Association Officers and Directors to validly execute documents electronically, it needs to be provided in the bylaws. Proxy policy.

Commented [MOU21]: This allows the Board to take action without meeting, either in writing (US Mail) or electronic. Note that "consents" by "all the Directors" is required.

Another tool for use in emergency situations.

Commented [MOU22]: In order to enable Association Officers and Directors to validly execute documents electronically, it needs to be provided in the bylaws.

B. COUNTY MEETINGS

1. Each county shall hold a minimum of four (4) meetings a year.
2. Each member club shall be allowed one (1) vote.

C. ANNUAL MEETINGS

1. Except due to events or circumstances beyond the control of the Association, the Annual Meeting shall be held in April or May at a time and place selected by the Officers and Board of Directors with sixty (60) days' notice given to the membership. If the Annual Meeting cannot be held as prescribed above due to events or circumstances beyond the control of the Association, the Board of Directors will so notify the membership and shall schedule the Annual Meeting at a convenient date, time and location as reasonable proximate to the date prescribed above with thirty (30) days' notice given to the membership.
2. A parliamentarian may be appointed at the discretion of the presiding officer at the Annual Meeting or on motion duly made and seconded by any delegate of the Association. Duties of said parliamentarian shall be advisory only, the President shall rule.
3. Voting at all annual and special meetings of the NHSA shall be done by the following guidelines:
 - a. Delegates from the member clubs of the NHSA allowed to vote must have been a club member registered in the NHSA database on or before March 1st of that year.
 - b. Each member club is allowed two (2) delegates who must be eighteen (18) years and older as of March 1st of this year. If a member club exceeds 400 club members, said club is allowed one (1) additional delegate for each additional 400 members, with a maximum cap of ten (10) delegates per club.

For example:

2 - 400 members = 2 delegates

401 -800 members = 3 delegates

801 -1200 members = 4 delegates

- c. A minimum of fifty (50) delegates in good standing shall constitute a quorum at the Annual Meeting and/or a Special Meeting of the member clubs.
- d. Delegates shall be elected by individual snowmobile clubs.
- e. All Directors and Officers will have the same voting privileges as delegates.

Commented [MOU23]:

Commented [MOU24]: Force Majeure for Annual Meeting provides a mechanism for deviating from ordinary deadlines in scheduling an annual meeting for exigent circumstances like a pandemic.

- f. The Advisory Board may cast one vote per member, not to exceed three (3) votes.
- g. In the event of a tie vote, the President may cast the deciding vote.
- h. There shall be no delegate vote done by proxy.

Commented [MOU25]: Proxy clarity.

D. SPECIAL MEETINGS OF THE MEMBER CLUBS

- 1. May be called by the NHSA President and/or requested by seven (7) or more member clubs through a petition submitted to the Board of Directors. A 2/3 majority vote by the Board of Directors is required for the special meeting to occur.
- 2. All Executive Officers, Directors, Assistant Directors, members of the Advisory Board and member clubs shall be notified of the time, place and purpose of the meeting at least thirty (30) days before the Special Meeting.
- 3. Voting Privileges refer to Article VI Section C:3.

E. MEETING RULES GENERAL

- 1. No alcoholic beverage will be permitted to be consumed during any business meeting.
- 2. Robert's Rules of Parliamentary Law will prevail when not in conflict with the Articles of Agreement and By-Laws and shall be the guideline for conducting all meetings of the Association.

Commented [MOU26]: Reflects the Constitution.

ARTICLE VII - DISCIPLINE

Membership of any club and/or person may be revoked for just cause as defined in the NHSA Rules of Business by an affirmative vote of 2/3 of the full number of Directors then in office acting at a meeting of the Board.

ARTICLE VIII – RULES

The Association business shall be governed by the New Hampshire Snowmobile Association Rules of Business adopted by the Board of Directors and attached hereto when not in conflict with the Articles of Agreement and By-Laws.

Commented [MOU27]: Added clarification by adding the highlighted language.

Commented [MOU28]: Dropped "Constitution and added Articles

ARTICLE IX - GENERAL

A. Fiscal Year

As set forth in the NHSA Rules of Business, the fiscal year of the Association shall begin on the first day of July and end on the last day of June of each year. Alteration of the fiscal year (by the

Board of Directors) shall not require amendments of these Bylaws and can be prescribed in the Rules of Business.

B. Execution of Contracts and Documents

All contracts and evidence of debt may be executed only as directed by the Board of Directors.

Commented [MOU29]: Article outlines best practices.

ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director or Member of the Association under the provisions of these Bylaws or under the provisions of the Articles of Agreement or under applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Commented [MOU30]: Provides the opportunity for a notice of meeting to be waived especially when the board needs to act swiftly.

ARTICLE XI – AMENDMENTS

- A. Amendments to these By-Laws may be proposed to the Association membership on a 2/3 majority vote of the Board of Directors. These proposed amendments must be submitted to the Board of Directors ninety (90) days prior to the Annual Meeting or at least thirty (30) days before any Special Meeting of the member clubs at which a vote is to be taken.
- B. Proposed changes by the Board of Directors shall be submitted to the member clubs in writing at least sixty (60) days prior to the Annual Meeting or at least thirty (30) days before any Special Meeting of the member clubs at which a vote is to be taken.
- C. A 2/3 majority vote of the delegates present at any Annual Meeting or Special Meeting shall be required to amend the By-Laws.

Commented [MOU31]: Deleted “submitted” added “proposed”

Commented [MOU32]: Deleted “submitted” added “proposed”

Commented [MOU33]: Added: “or at least thirty (30) days before any Special Meeting of the member clubs at which a vote is to be taken.”

Commented [MOU34]: Clarity in the process, as to who submits the changes.

ARTICLE XII - INDEMNITY

A. Liability of Directors to the Association

The Association shall defend, indemnify and hold harmless each current or former Executive Officer, Director and Executive Director (collectively referred to as “Indemnitee”) against personal liability to the Association for monetary damages for breach of fiduciary duty as an Executive Officer, Director or Executive Director except with respect to: (i) any breach of the Indemnitee’s duty of loyalty to the Association; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the Indemnitee derived any improper personal benefit.

B. Third Party Actions

The Association, to the extent permitted by law, shall defend, indemnify, and hold harmless each Indemnitee who was or is a party to a proceeding or threatened to be named a defendant in a proceeding, whether civil, criminal or administrative or investigative, because such Indemnitee acted on behalf of the Association, against liability for a final judgment, settlement, penalty, fine, and reasonable expenses incurred with respect to the proceeding; if: (i) the Indemnitee conducted himself/herself in good faith; and (ii) the Indemnitee reasonably believed his or her conduct was neither a violation of the law nor opposed to the best interest of the Association. The Association shall not defend, indemnify or hold harmless an Indemnitee in connection with any proceeding charging improper personal benefit to such person, whether or not involving an action on behalf of the Association, in which such person is adjudged liable on the basis that personal benefit was improperly received by him or her.

C. Insurance

The Association may authorize the Executive Director to purchase one or more insurance policies consistent with the above.

Commented [MOU35]: This authorizes the Association to defend and indemnify its Executive Officers, Directors and the Executive Director from lawsuits, generally.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Commented [MOU36]: Changed terminology from "Liquidate" to "Dissolution."

APPROVAL OF BY-LAWS

NEW HAMPSHIRE SNOWMOBILE ASSOCIATION

The By-Laws of the New Hampshire Snowmobile Association as stated herein, were accepted and approved by a 2/3 majority vote at the Special Meeting of the New Hampshire Snowmobile Association held on the ___ day of _____ in the year of 2020 and are effective as of _____, ___ 2020.

THIS VOTE MAKES ALL PREVIOUS NEW HAMPSHIRE SNOWMOBILE ASSOCIATION BY-LAWS, NULL AND VOID.

SIGNED:

PRESIDENT

DATE

VICE-PRESIDENT

DATE

TREASURER

DATE

SECRETARY

DATE