



LaFayette Trail Riders, Inc.

P.O. Box 243, LaFayette, N.Y. 13084

Updated-January 13, 2016

CONSTITUTION

ARTICLE ONE – NAME

Sec. 1 – This organization shall be known as the Lafayette Trail Riders, Inc.

ARTICLE TWO – OBJECT

Sec. 1 – The purpose of the LaFayette Trail Riders, Inc. is set forth in the Certificate of Incorporation of the corporation.

Sec. 2 – To seek out new trails and when necessary get permission of the owners of the land.

Sec. 3 – To mark and maintain our trails before and after time of heavy snows always advising on the safety of their use.

Sec. 4 – To meet with other clubs and groups sharing our common goal to set up intercounty trails where possible, and to perform all desirable and lawful activities for the operation of the club.

ARTICLE THREE – MEMBERSHIP

Sec. 1 – Application for membership is open to any and all individuals or families.

Sec. 2 – Membership may be terminated for just cause other than non-payment of dues, by a majority of members, to his/her last known address, at least ten (10) days prior to taking such action. In the event **he/she** shall be expelled, **he/she** shall receive no refund of any monies invested by **him/her** at any time.

Sec. 3 – The Board of Directors shall have the power to forfeit a membership for non-payment of dues after ninety (90) days default. Failure to pay dues within one year of any given date shall be reason for automatic suspension. Any member so current suspended may be reinstated by payment of all back dues and current dues through date of reinstatement, at the discretion of the Board of Directors. In the event any member shall be granted Honorary Membership privileges, his/her dues shall be considered paid for his/her natural life.

Sec. 4 – **The membership to the Club shall be established at the current level set by NYSSA, payable on or before January 1st.**

ARTICLE FOUR – AMENDMENTS

Sec. 1 – This constitution may be amended by vote of those present at any regular meeting, provided;

First – That it has been presented in writing by a member in good standing **to the secretary of the Club.**

Second – That a notice in writing, setting forth any proposed amendment shall have been sent each member in good standing at **his/her** last known address **or email** and included with **his/her** meeting notice no less than two (2) days prior to that meeting at which the amendment is to be finally passed on.

Third- Discussion and vote shall take place at the next schedule General Meeting.

Forth - Any amendment must be passed by 2/3 of voting quorum.

ARTICLE FIVE – QUORUM

Sec. 1 – Eleven members of the Club shall constitute a quorum.

Sec. 2 – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of this board.

ARTICLE SIX – OFFICERS

Sec. 1 – The officers of the club shall consist of a President, Vice President, Secretary, Treasurer, Trail Master, and Safety Officer. Also a Board of Directors consisting of the above officers and three (3) additional elected from the membership.

Sec. 2 – To be an officer in good standing, the officer must attend 6 of 8 General Meetings per year.

ARTICLE SEVEN - TERMS OF OFFICE

Sec. 1 – The term of office for President, Vice President, Secretary, Treasurer, Trail Master and Safety Officer shall be from January 1st to December 31st each year.

Sec. 2 – Members of the Board of Directors shall serve for a three (3) year term except officers.

Thereafter the Board Members shall be elected for a three (3) year term.

Sec. 3 – The Board of Directors shall approve all committee and subcommittees at a regular meeting of said Board, provided a quorum is present at their meetings. All such appointees shall serve one year, ending December 31st each year.

ARTICLE EIGHT - DUTIES OF OFFICERS

Sec. 1 – The President shall preside at all meetings, shall be executive head of the Club, shall approve **and sign** all payments to be made from the Club's Treasury, shall sign all agreements made on behalf of the Club and shall perform other duties incident to **his/her** office, all subject to the control and direction of the Board of Directors and members present at such meetings. **The President shall**

audit the books of the Treasurer in December and April. The President shall uphold all rules and by-laws of the Constitution and make officers aware of duties and constitutional responsibilities.

Sec. 2 – The Vice President shall perform the duties of the President in **his/her** absence, in any emergency, vacancy or inability of the President to act. **He/she** will also be the official representative of the Club at any related snowmobile association meetings. **He/she shall act as a liaison between any and all other snowmobile clubs.**

Sec. 3 – The Secretary shall keep the minutes of all meetings, shall keep a file of and attend to **all** correspondence for the Club, shall keep attendance of meetings, shall send out notice of all meetings -by mail or email, have custody of all papers, documents, and statements of the Club, except vouchers and records of the Treasurer, **shall be responsible for picking up all incoming mail and disseminating.**

Sec. 4 – The Treasurer shall receive all monies and securities of the Club, give receipts for same and deposit such funds in the bank. The Treasurer and the **President** (two signatures) shall sign all checks, bills, and other documents of the financial nature. **He/she** shall furnish the Secretary, not later than **January general meeting each year, with a copy of his/her annual report.**

Sec. 5 – The Trail Master shall appoint a committee for the purpose of locating and marking trails and obtaining permission for new trails. **He/she** shall also be available to receive complaints of landowners and shall investigate such complaints. **He/she** shall submit a written report of the investigation to the Board of Directors.

Sec. 6 – The Safety Officer shall **or** appoint a committee to inspect the trails in conjunction with Trail Master for hazardous conditions, advise the membership of places to avoid or be wary of, and **he/she** shall receive advice from members on such conditions. **He/she** shall be the Chief Officer for enforcement of safety and do whatever else is necessary for the safe operation of snowmobiles on the trails.

ARTICLE NINE - BOARD OF DIRECTORS

Sec. 1 – It shall be the duty of the Board of Directors, and they shall be invested with the power to control and manage the affairs, funds and finances of the Club. The Board of Directors shall be empowered to make repairs immediately in case of an emergency or Act of God which cannot be delayed awaiting call of a special meeting.

Sec. 2 – Shall get approval of the membership by majority vote for capital purchases that exceed Fifteen Hundred Dollars (\$1500.00).

Sec. 3 – They shall have the power to fill vacancies among officers, or on the Board itself.

Sec. 4 – They shall be empowered to do all lawful things deemed expedient to promote the objects and interests of the Club.

Sec. 5 – No officer of the Club shall receive any compensation for **his /her service or remission of his /her dues.**

Sec. 6 – The Junior Board Member is to be the official Sergeant of Arms. It shall be his/her responsibility at meetings to maintain order.

ARTICLE TEN - RESIGNATIONS

Sec. 1-All resignations shall be in writing to the Secretary and no resignation will be accepted while that member is indebted to the Club in any respect, dues or otherwise. Resignations shall be accepted at a regular meeting of the Board of Directors by a majority of a Quorum present.

ARTICLE ELEVEN - FISCAL YEAR

Sec. 1 – The fiscal year of the Club shall begin January 1st and end December 31st of each year.

ARTICLE TWELVE - ELECTIONS

Sec. 1 – At the regular November meeting, the Board of Directors and Officers shall appoint a Nominating Committee consisting of two members, but shall not include present Officers. This committee is to be announced by President or presiding officer at the November meeting. The Nominating Committee so acting shall meet, selects a slate of officers, and submits same at the December meeting. In addition to the list of names submitted, others may be had from the floor at the December meeting, providing the nomination shall be duly made and seconded by members in good standing on that date. Election to be held at the December meeting and officers voted on to serve for the ensuing year, beginning January 1st.

The election of officers and members of the Board of Directors to succeed retiring member, shall be by paper ballot. Candidates for office must be 18 years of age. All members must be 18 years of age to vote. The Secretary shall determine the eligibility of the voters according to the constitution and by-laws.

Tellers are to appointed from the floor at the December meeting. Tellers cannot be members of the immediate family of a person running for office. There shall be three (3) Tellers. Polls are to be conducted in a regularly and orderly manner. They shall count and determine the validity of each ballot, tabulate the results, and their findings shall be final and binding. A plurality of votes cast shall be sufficient for election to each office. The report of the election results shall be announced by the Chairman of the Tellers Committee at the conclusion of the voting and a written copy of the results signed by all Tellers shall be submitted to the Secretary. All ballots are to be burned thereafter. **If any office is running uncontested, the secretary shall cast the only vote.**

ARTICLE THIRTEEN - MEETING

Sec. 1 – Meetings will be held at **7:30** p.m. on the second Wednesday of the months, September, October, November, December, January, February, March, and **April** at the designated or specified meeting place. There will be no regular meetings during the months May, June, July and August.

ARTICLE FOURTEEN - ORDER OF BUSINESS

Sec. 1 – The order of business at regular and annual meetings shall be:

1. Reading of minutes of previous meeting and Board of Directors too.
2. Presentation of resolutions.
3. Report of Officers.
4. Report of Committees.
5. Unfinished business.
6. New Business. (elections)
7. Payment of Bills.
8. Adjourn.

ARTICLE FIFTEEN-EMERGENCY REPOSE

Sec. 1 - Responding to an emergency at the request of a fire department or fire company, peace or police officer, emergency management official or any person having authority to declare an emergency shall be considered a club event.

ATTESTING OFFICERS

PRESIDENT:

DATE:

VICE-PRESIDENT:

DATE:

SECRETARY:

DATE:

TREASURER:

DATE:

*These changes to the Constitution become effective February 10, 2016

*These changes to the Constitution and By-Laws to become effective March 9, 1993. (orig. 9/22/81)

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

LaFAYETTE TRAIL RIDERS, INC.

Under Section 803 of the
Not-For-Profit Corporation Law

1. The name of the corporation is LaFAYETTE TRAIL RIDERS, INC.
2. The Certificate of Incorporation of the corporation was filed by the Department of State of the State of New York on January 4, 1971. The corporation was formed under the Not-for-Profit Corporation Law of the State of New York.
3. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (definitions) of the Not-for-Profit Corporation Law and is a charitable corporation under Section 201 (purposes) of such law. Upon the filing of this Certificate of Amendment, the Corporation shall continue to be a charitable corporation under Section 201 of such law.
4. The corporation's activities in furtherance of its purposes have consisted primarily of maintaining public snowmobile trails for the benefit of the public without charge and for the improvement and enjoyment of the natural environment by all and raising funds for such activities. No part of the corporation's activities has consisted of social or recreational activities. Significant funding of the corporation's activities come from grants made available from the State of New York and local government under programs authorized by the Legislature of the State of New York, which has declared it to be in the public interest to encourage the development and maintenance of public snowmobile trails on public and private lands as well as to preserve the State's natural resources, as provided under the Parks, Recreation and Historic Preservation Law. As a result, the corporation has determined that it is necessary and appropriate to amend its Certificate of Incorporation to conform to the actual mission and activities of the corporation as they have evolved. Therefore, the Certificate of Incorporation of the corporation is amended to effect one or more of the amendments authorized by the Not-for-Profit Corporation Law and set forth below:

A. Article Third of the Certificate of Incorporation, which sets forth purposes and qualifications, is hereby to read in its entirety as follows:

THIRD: The Corporation is formed for the following charitable purposes for which a corporation may be organized under the Not-for-Profit Corporation Law as a charitable corporation:

(A) To maintain and enhance snowmobile trails in New York State and specifically in and around Onondaga County as public facilities for the use of the general public without charge in furtherance of the public policy of this State to encourage the development and maintenance of snowmobile trails and thereby also to reduce the burdens of government;

(B) To increase public awareness of the need for and value of preserving, protecting and managing the natural environment for use by the general public, including snowmobiling, and thereby to further the interest of New York State in preserving and protecting the state's natural resources;

(C) To encourage conservation of natural resources, including lands and forests, and to promote multiple uses of our lands and forests by the general public;

(D) 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, and thereby to further the interest of the State, as declared by the Legislature, to promote the proper and safe use and operation of snowmobiles;

(E) To promote public safety and lessen the burdens of government by providing 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.

B. Article Fourth, which sets forth purposes and powers, is hereby amended to read in its entirety as follows:

FOURTH: The purposes of the corporation set forth in Article Third are intended to be exclusively charitable purposes as specified in Section 501(c)(3), or any successor section of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code"), and the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3), or any successor section, of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2), or any successor section, of the Code.

C. Article Fifth, which sets forth certain powers and limitations, is hereby amended to read in its entirety as follows:

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

5. The foregoing amendments of the Certificate of Incorporation were duly authorized by the members of the corporation.

6. The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is P.O. Box 243, Lafayette, New York 13084.

Dated: _____, 2015

[name]
President

LaFAYETTE TRAIL RIDERS, INC.

Conflict of Interest and Related Party Transactions Policy

1. Purpose. The purpose of this Policy is to protect the Corporation's interests in transactions involving directors, officers and other related parties while also providing clear guidance to directors, officers, and related parties. This Policy applies to "conflict of interest" transactions by the Corporation, where a director or officer of this Corporation either is a director or officer of, or has another conflicting interest in, the other party to the transaction, and "related party" transactions by the Corporation, where a director, officer, or key employee of the Corporation, or a relative, stands to gain personal financial benefit from the transaction, all as more fully defined and provided below.
2. Generally.
 - a. All Conflict of Interest Transactions and Related Party Transactions shall be reviewed in accordance with this Policy and applicable law.
 - b. This Policy applies to all directors, officers, and Key Employees of the Corporation. Members of committees are deemed to be officers of the Corporation for the purpose of this Policy.
 - c. Each director, officer, and Key Employee shall promptly disclose in good faith to the Board of Directors, as and when he or she becomes aware of them, all material facts he or she is aware of concerning any actual or potential Conflict of Interest Transaction and Related Party Transaction involving such director, officer or Key Employee or any of his or her Relatives.
 - d. Each director shall, prior to election and annually thereafter, submit a written statement in the form of that attached to and made a part of this Policy to the Secretary of the Corporation or other authorized officer. Such officer shall provide a copy of all completed statements to the chair of the committee that oversees this Policy or, if there is no such committee, to the chair of the Board.
 - e. Prior to a determination by the Board with respect to potential Conflict of Interest Transactions and Related Party Transactions, no inference shall be drawn from the use of such terms that the transaction, agreement or other arrangement is a Conflict of Interest Transaction or Related Party Transaction.
 - f. The Board's authority under this Policy may be delegated to and exercised by a Board committee. Independent Directors shall oversee the implementation of and compliance with this Policy. Only Independent Directors may participate in Board or committee deliberations or voting with respect to such oversight.
 - g. All information obtained pursuant to this Policy, including but not limited to disclosures made to the Corporation pursuant to this Policy, and proceedings conducted under this Policy shall be kept confidential except to the extent necessary to administer the Policy or pursuant to applicable law.
 - h. Capitalized terms in this Policy are used as defined in Section 6 of this Policy, subject to applicable law. The provisions of this Policy are in addition to, and not in replacement of, any applicable law, including without limitation any applicable confidentiality law and the applicable provisions of the Internal Revenue Code.
3. Review of Conflict of Interest Transactions.
 - a. The Board shall review all available material facts and circumstances concerning each actual or potential Conflict of Interest Transaction disclosed or known to it, conduct such investigation as it deems appropriate or necessary, determine whether a potential Conflict of Interest Transaction

is an actual Conflict of Interest Transaction, and with respect to an actual Conflict of Interest Transaction, (i) whether it is fair and reasonable to the Corporation, or (if entered into earlier) was fair and reasonable to the Corporation at the time it was entered into and (ii) what action, if any, to take pursuant to Section 5 of this Policy.

- b. In conducting such review and determinations, the Board may, in its sole discretion, consider such matters, collect such information, and take such actions as it deems appropriate in light of the purposes of this Policy, including but not limited to the matters in Section 4(c).

4. Review of Related Party Transactions.

- a. The Board shall review all available material facts and circumstances concerning each actual or potential Related Party Transaction disclosed or known to it, conduct such investigation as it deems appropriate or necessary, determine whether a potential Related Party Transaction is an actual Related Party Transaction, and with respect to an actual Related Party Transaction, (i) whether it is fair, reasonable, and in the Corporation's best interest, or (if entered into earlier) was fair, reasonable, and in the Corporation's best interest at the time it was entered into and (ii) what action, if any, to take pursuant to Section 5 of this Policy.
- b. If a Related Party has a Substantial Financial Interest in a Related Party Transaction, the Board shall also review alternative transactions, to the extent available, and contemporaneously document the basis for its decision on the Related Party Transaction, including the consideration of alternative transactions.
- c. In conducting such review and determinations, the Board may, in its sole discretion, consider such facts and circumstances and take such actions as it deems reasonable and appropriate in light of the purposes of this Policy, including without limitation the facts, circumstances and actions described below.
 - c.i. If the Corporation is subject to Section 4958 of the Internal Revenue Code of 1986, or any successor section, the Board should endeavor to establish the "rebuttable presumption" that the benefit to the Related Party from the Related Party Transaction is not more than is reasonable under Section 4958 of the Internal Revenue Code of 1986, or any successor section, and the regulations promulgated under such statute.
 - c.ii. Factors other than the price or cost of the Related Party Transaction may affect the best interests of the Corporation with respect to the Related Party Transaction.
 - c.iii. The extent to which the Related Party Transaction is or was in the normal course of operations and on terms and conditions that are the same as the terms and conditions available to the general public may affect the reasonableness of the Related Party Transaction.
 - c.iv. The Board may review and approve, as a group, multiple Related Party Transactions with the same parties and substantially similar major terms and conditions, including but not limited to price, subject matter, and duration. If such Related Party Transactions are expected to occur repeatedly over time, the Board shall re-review such Related Party Transactions as often as is reasonable in the circumstances and also whenever any of the major terms and conditions change in any material way.
- d. The Related Party in a Related Party Transaction shall be notified of the review under this Policy and, at the request of the Board, shall be permitted to present information concerning the Related Party Transaction. Notwithstanding the preceding sentence, the Related Party (i) may not otherwise be present at or participate in the deliberations or voting on the Related Party Transaction and (ii) may not improperly influence such deliberation or voting.

5. Action after review.

- a. If the Conflict of Interest Transaction or Related Party Transaction is approved, no further action is necessary.
- b. If the Conflict of Interest Transaction or Related Party Transaction is not approved, then the Corporation may not enter into it or, if it was already entered into, the Corporation (i) may pursue such legal remedies as may be available with respect to the Related Party Transaction or the Related Party and (ii) without limiting the foregoing or any applicable law, without being deemed to have elected its remedies, and notwithstanding anything to the contrary in the Corporation's By-Laws, may remove the Related Party from his or her position in the Corporation.

6. Definitions.

- a. "Affiliate" means any entity controlled by, in control of, or under common control with, the Corporation. For the purpose of the preceding sentence, "control" means the power to elect or appoint a majority of the directors or officers of the entity or other persons with similar authority over the entity.
- b. "Conflict of Interest Transaction" means a material transaction, agreement or other arrangement between the Corporation and any other corporation, firm, association or other entity, other than an Affiliate of the Corporation, in which a director, officer, or Key Employee of the Corporation (i) is a director or officer or (ii) has some other personal interest that may reasonably conflict with his or her duties to the Corporation.
- c. "Financial Interest": A "Financial Interest" of a Related Party, in general, means an agreement, instrument, or other binding promise or arrangement that entitles the Related Party to receive payment, compensation or other financial or economic benefit, whether or not in connection with the provision of goods or services by the Related Party, including but not limited to ownership and beneficial interests. A Related Party has a Financial Interest in a transaction, agreement or any other arrangement only if a Financial Interest of the Related Party is specifically calculated with respect to, or is otherwise materially affected by, the transaction, agreement or arrangement.
- d. "Key Employee" means any employee or other person who is in a position to exercise substantial influence over the affairs of the corporation, as referenced in Section 4958(f)(1)(A) of the Internal Revenue Code of 1986 and further specified in Section 53.4958-3(c), (d) and (e) of the United States Treasury Regulations, or succeeding provisions to either thereof.
- e. "Independent Director" has the meaning defined in the By-laws of the corporation or, if not defined therein, in the Not-for-Profit Corporation Law.
- f. "Substantial Financial Interest" means a Financial Interest that is of significant size, importance, or value as determined by the Board in its sole discretion.
- g. "Related Party" means (i) any director, officer or Key Employee of the Corporation; (ii) any Relative of any such person; or (iii) any entity in which any person in the preceding clauses (i) or (ii) has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.
- h. "Related Party Transaction" means any transaction, agreement or any other arrangement in which (i) a Related Party has a Financial Interest and (ii) the Corporation or any Affiliate of the Corporation is a participant. Without limiting the foregoing:
 - h.i. A donor does not necessarily have a Financial Interest in contributions or grants to the Corporation or an Affiliate;
 - h.ii. A Related Party who has a Financial Interest in a third party does not necessarily have a Financial Interest in any transaction, agreement or other arrangement that such third party

may have with the Corporation or an Affiliate; and

- h.iii. An “excess benefit transaction,” as defined in Section 53.4958-4 of the United States Treasury Regulations or any successor regulation, may be deemed to be a Related Party Transaction.
- i. “Relative” of an individual means the individual’s (i) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law or any successor statute.
- j. To the extent that any of the above terms are defined in the Not-for-Profit Corporation Law, such term shall be deemed amended as and when such term is subsequently amended by the Not-for-Profit Corporation Law.

**Annual Certification
Under
Conflict of Interest Policy
Of
LaFAYETTE TRAIL RIDERS, INC.**

The undersigned director of the Corporation hereby certifies that the undersigned director (a) has received a copy of the Corporation's Conflict of Interest Policy, (b) has read and understands the Policy, (d) agrees to comply with the Policy, (d) understands that the Corporation is a charitable organization and that in order to acquire and maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its charitable purposes, (e) agrees to disclose any actual or potential Conflict of Interest Transaction or Related Party Transaction whenever he or she becomes aware of it, and (f) to his or her knowledge, does not have any actual or potential Conflict of Interest Transaction or Related Party Transaction under this Policy except as follows (attach additional pages if necessary):

Dated: _____

Signed: _____

Title: _____