

SCHOOLCRAFT COUNTY MOTORIZED TRAILS ASSOCIATION

300 New Delta Avenue
Manistique, Michigan 49854

BY-LAWS

Adopted: 03-18-2021

Amended: 10-19-2023

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ARTICLE I. OFFICIAL NAME

Section 1.

- a. This Organization will be known as the Schoolcraft County Motorized Trails Association a Michigan non-profit Organization henceforth known as the 'Association'.
- b. This Association may also be known as 'SCMTA' for reference or correspondence on non-legal documents.

ARTICLE II. PURPOSE

Section 1.

- a. To be an effective grant sponsor to the Department of Natural Resources for the Recreational and Snowmobile Grant Program and the Off-Road Vehicle Trail Improvement Program.
- b. To advance the general welfare and safety of Snowmobile and Off-Road Vehicle enthusiasts.
- c. To adopt an active role in improving Snowmobile and Off-Road Vehicle conditions and image through trail management, legislation, publicity and responsible Members.
- d. To keep Members and the public informed of the latest information, rules, regulations, pending laws and available trails.
- e. To preserve the right of all citizens to utilize the trail system and public lands.
- f. To perform all desirable and lawful functions for the successful operation of the Association and in the general public interest.
- g. To maintain, lease or own property for Association uses.
- h. To foster a fraternal spirit among Association Members, Snowmobile and Off-Road Vehicle enthusiasts.

ARTICLE III. MEMBERSHIP

Section 1. Membership Defined

a. Membership will be available to all persons applying with no restrictions on number of members or residency requirements.

b. Application for Membership must be made in writing on a current Association Membership form and updated yearly by the Member.

c. Membership is defined as:

c1. Individual.....one (1) person aged eighteen (18) or older.

c2. Family.....one or two (1-2) adult parents eighteen (18) or older, plus children seventeen (17) or under living at the same mailing address. c3. Commercial.....one (1) business.

c4. Lifetime.....one (1) person.

d. Children **listed** on a current Family Membership who are 17 when the Membership is issued but turn 18 during the course of the calendar year will be covered on that Family Membership **only** through December 31st of the calendar year in which the Membership was issued.

e. If anyone under a Family Membership is granted a Lifetime Membership, their spouse or significant other must then purchase their own Membership.

Section 2. Membership Rules and Standing

a. Eligible persons are afforded the status of Member 'in good standing' provided the following conditions are met:

a1. Dues are current or Lifetime Membership has been awarded.

a2. Fellow Association Members are treated with respect.

a3. A Member's demeanor while representing this Association at any time in any capacity including operating Association equipment or attending Association meetings and events must be conducive to the spirit and intent of the Association's purpose. a4. Members representing the Association in any business or activity or using the Association's name must first secure permission from the Board of Directors by their affirmative majority vote.

a5. Members operating, riding as passenger in or working on any Association equipment must not possess, consume, nor be under the influence of alcohol, marihuana, any illegal substance or prescribed medication that impairs operation of equipment.

a6. Members possessing Association equipment, including keys, must turn over any such items to the President or Chairman of the Board immediately upon request from either. **b.** Members in violation of one or more items above may be subject to termination as described in **Article III Section 5**.

b1. Any Member formally placed on the Board of Directors agenda for possible termination procedures as described in **Article III Section 5**, must stand down from all positions until final determination has been made on their Membership status by the Board of Directors.

Section 3. Lifetime Membership

a. Nominations for Lifetime Membership will be presented to the Board of Directors at the October meeting by any Member in good standing.

b. Nominee must be a Member in good standing who matches or exceeds the criteria mandated by the Board of Directors.

c. The Board of Directors will grant Lifetime Membership by affirmative majority vote based on criteria and provided Membership Coordinator with status.

d. Lifetime Members are not required to pay annual dues.

Section 4. Election Cycle and Voting

a. The Master Membership List, held by the Membership Coordinator, will be used as the document of record for voting during annual elections.

a1. In the absence of a Membership Coordinator the Secretary will record and submit the Master Membership List.

b. Members must be eighteen (18) or older and in 'good standing' to vote.

c. Members must have recorded at least three (3) months of paid dues immediately prior to the election date to vote.

d. *Votes must be cast in person.*

d1. Individual Membership has one (1) vote.

d2. Family Membership has one (1) vote for one (1) adult, two (2) votes for two (2) adults living at the same mailing address.

d3. Commercial Membership has one (1) vote.

d4. Lifetime Membership has one (1) vote.

Section 5. Membership Termination

- a. Membership may be terminated without refund for cause as a direct violation of the By-Laws or general misconduct as may be set forth by the Board of Directors.
- b. Violation of By-Laws and possible termination of Member will be placed on the Board's next agenda for a closed session by request of any Director.
 - b1. Agenda placement will occur no less than 10 days but no more than 31 days from date of said violation and officially renders that Member's status as 'not in good standing'.
 - b2. The Board retains the right to call a special meeting to address By-Laws violations.
 - b3. The President will inform the affected Member of meeting date and reduction in Membership status immediately.
 - b4. Affected Member must immediately stand down from all Association positions until final status determination by the Board of Directors.
- c. Affected Member may address the Board, in person or in writing, to appeal the actions at scheduled closed session.
 - c1. Once the Member has addressed the Board, Member is excused and the Board enters closed session.
 - d. After discussion the Board of Directors will, by affirmative majority, vote to:
 - d1. Rescind termination proceedings and restore Membership status.
 - d2. Seek further information and reconvene at a later date.
 - d3. Retain Member with conditions.
 - d4. Proceed with Membership termination.
- e. The Board of Directors affirmative vote on Membership status will be the final say in all such matters.
- f. Any termination of Association Membership, including past terminations, is PERMANENT to the life of the current Association unless or until further amendment of the current By-Laws.
- g. The Secretary and Membership Co-Ordinator will maintain a record of all terminated members including date of each termination.

ARTICLE IV. CALENDAR YEAR

Section 1. Calendar Year

- a. The Calendar Year for this Association is January 1st through December 31st of each year.

ARTICLE V. ANNUAL DUES

Section 1. Annual Dues

- a. The annual dues payable to the Association by Members shall be in such an amount as may be determined from time to time by resolution of the Board of Directors.
- b. Dues will be payable by January 1st of each calendar year.

ARTICLE VI. OFFICERS

Section 1. Structure

- a. The Association's Elected Officers will consist of President, Vice President, Treasurer and Secretary.
- a1. The Association's Officers will include that of an Assistant Treasurer appointed by majority vote of the Board of Directors.
- a2. The Assistant Treasurer position, being appointed, does not appear in the annual election cycle.
- b. Officers will serve two (2) year terms which may be consecutive.
- c. Officers will be elected by majority vote of Members in good standing present at the annual Election in July.
- d. Positions for the Officer election cycle will be staggered with the President and Secretary positions due for election in odd number years and Vice President and Treasurer in even numbered years.
- e. The President is appointed a seat on the Board of Directors to speak for the Membership and has a Board vote in each matter.
- f. Except for the President, Officers may not hold concurrent Board of Director positions.
- g. All elected Officers will submit monthly reports for the General Membership meetings.
- h. All Officers may pick up Association mail.

Section 2. Eligibility

- a. Officers are elected by majority vote of the General Membership at annual elections.
- a1. The nominee receiving the most votes will occupy that position.
- b. Any Incumbent, Interim or General Member seeking an Officer position must have twelve (12) months immediate prior paid dues.
- b1. The months must include attendance at six (6) Membership meetings.
- c. If the Board of Directors cannot fill an Officer vacancy with an Interim Officer who meets the criteria in **Article VI Section 2, b-b1** they may, by affirmative majority vote choose an Interim whose credentials come closest.

Section 3. Attendance

- a. It shall be the duty of Association Officers to attend all regularly scheduled Association meetings.
- b. Unexcused absences of three (3) or more meetings in any twelve (12) month period may subject that Officer to review by the Board of Directors and by their majority vote, removal from Office.
- c. Absences for health or emergencies are excused providing said Officer is performing their duties as required in the By-Laws and files a written or digital report to the President for the General Membership meetings and the Board of Directors.
- d. The President is to be notified in advance of any absences.

Section 4. President

a. The President is the executive leader of the Association under the auspices of the Board of Directors and is responsible for the proper day to day operation of the Association and all other Responsibilities as assigned by the Board of Directors.

b. The President will set the agenda and preside over General Membership meetings. **c.** The President will not put forth any motions nor vote on such, save to act as tie breaker. **d.** The President may voice opinions during discussions that take part prior to any vote. **e.** The President may temporarily turn the Chair over to a fellow Officer in order to place a motion on the floor.

f. The President will activate, coordinate and oversee committees as authorized by the Board of Directors and is a member ex officio of all Committees.

g. The President may, when necessary, order the immediate return of any Association equipment used or held by any Member including but not limited to, equipment, building and property keys.

h. The President has a seat on the Board of Directors and has one (1) vote on each matter. **j.** The President may order an internal audit* on the records of this Association without approval of the Board of Directors or the General Membership.

*Audit refers to checks and balances in the Association

Section 5. Vice President

a. The Vice President will have the powers and perform the duties of the President during the temporary absence or incapacity of the President until such time as the President returns or the Board of Directors appoints an Interim President.

b. The Vice President is Chairman of the By-Laws Committee.

c. The Vice President has By-Laws oversight and will be proficient in all Association By-Laws including any edits or amendments.

d. The Vice President will be proficient in any policy or procedure instituted by the General Membership or the Board of Directors through affirmative majority vote which affects the rules and regulations of the Association.

e. The Vice President's name will be on the bank signature card of the Association's financial institution.

Section 6. Treasurer

a. The Treasurer's name will be on the bank signature card of the Association's financial institution.

b. The Treasurer will keep all financial records of the Association and have charge of Association funds under the auspices of the Board of Directors.

- c. The Treasurer will keep the Association funds in a financial institution approved by the Board of Directors in the Association's name and disburse such funds under the direction of the Board of Directors.
- d. The Treasurer will make disbursements from the Association's financial account by written or electronic checks signed in such a manner as approved by the Board of Directors.
- e. The Treasurer will prepare and submit a financial report for each monthly General Membership meeting.
- f. The Treasurer will oversee an annual audit prepared by a Certified Public Accountant and submit the audit to the Board of Directors for approval at their June meeting.
- g. The Treasurer will oversee the preparation and filing of the annual income tax report completed by a Certified Public Accountant approved by the Board of Directors.

Section 7. Assistant Treasurer

- a. The Assistant Treasurer is an Officer position appointed by the Board of Directors and does not appear in the annual election cycle.
- b. The Assistant Treasurer will review for approval any accounts payable and receivable for the Treasurer.
- c. The Assistant Treasurer will return transactions not approved to their point of origin for deletion or correction.
- d. The Assistant Treasurer will function in the absence of the Treasurer in all aspects, both access and action until the Treasurer returns or the Board of Directors appoints an Interim Treasurer.
- e. The Assistant Treasurer's name will be on the bank signature card of the Association's financial institution.

Section 8. Secretary

- a. The Secretary will keep, excluding financials, all Association records including minutes of meetings, attendance, a copy of the Master Membership List and lists of committees and their members.
- b. The Secretary will send email notification of all regular Membership meetings within seven (7) days of scheduled date to the General Membership.
- c. The Secretary will take the official minutes at all General Membership Meetings and disseminate as required.
- d. The Secretary will discharge all the usual secretarial functions of said office as required herein or by further request of fellow Officers or Board of Directors.
- e. The Secretary will fill any vacancy in the appointed Membership Coordinator position until such time as the vacancy is filled.
- f. The Secretary will maintain a permanent mailing and email address for the Association.

Section 1. Structure

- a.** The Board of Directors will consist of the Association President (appointed to the Board) and four (4) elected Directors.
- b.** Of the four (4) elected Directors one will be chosen every two (2) years by majority vote of the full Board to serve as Chairman.
 - b1.** The Chairman may preside over consecutive terms.
 - b2.** The President is not eligible for the Chairman position.
- c.** Positions for Board of Directors election cycle will be staggered: Directors 1 and 3 during odd numbered years and Directors 2 and 4 during even numbered years. **d.** Directors will serve two (2) year terms which may be consecutive.
- e.** The Board of Directors have the final say through affirmative majority vote on any discrepancies within the Association.

Section 2. Eligibility

- a.** Directors are elected by majority vote of the General Membership at annual elections.
 - a1.** Two (2) Director positions are up for election each year.
 - a2.** If more than two (2) nominations are received, the two (2) nominees receiving the most votes will fill the positions.
 - b.** Any General Member, Interim or Incumbent Director seeking full election to the Board of Directors must have twelve (12) months paid membership prior to the election date. **b1.** The months must include three (3) Board of Directors meetings. **b2.** The months must also include six (6) General Membership meetings. **c.** Any General Member appointed as Interim Director must have twelve (12) months paid membership prior to election date.
 - c1.** The months must include three (3) Board of Directors meetings. **c2.** The months must also include six (6) General Membership Meetings. **c3.** If the Board of Directors cannot fill a vacancy with an Interim Director who meets or exceeds the criteria above they may, by affirmative majority vote, choose an interim whose credentials come closest.
 - c4.** Interim Directors only serve the remaining time of the vacancy they fill and must be nominated if they desire to continue in the position.

Section 3. Attendance

- a. It is the duty of members of the Board of Directors to attend all regularly scheduled Board meetings.
- b. Any Board Member missing three (3) or more Board meetings in any twelve (12) month period may be removed from office by majority vote of the remaining Board of Directors and replaced by an Interim Director.
- c. In instances of a major life event of a Director, which limits attendance at Board of Director meetings, the remaining Board of Directors may require a leave of absence for that Director until said Director can resume their position. The Interim Director will then step down from the Board.
- d. The Chairman is to be notified in advance of any expected meeting absences. e. The Chairman will keep track of Board attendance and inform fellow Directors of any attendance issues.

Section 4. Duties

- a. The Chairman is the Leader of the Board of Directors.
- b. The Chairman will set the agenda for all Board of Director's meetings. c. In case of emergencies the Board of Directors has the right by affirmative majority vote to make decisions without the vote of the General Membership.
- d. The Board of Directors can formulate and dissolve committees.
- e. If vacancies on the Board should occur the remaining Directors may by affirmative majority vote, appoint an Interim Director as soon as possible until that position's next election cycle
- f. In extenuating circumstances The Board of Directors retains the right by affirmative majority vote to postpone or re-schedule the annual election cycle to the next available slate of General Membership meetings.
- g. The Board of Directors retains the right to call special meetings or closed session, as necessary. h. The Chairman of the Board may order an internal audit* on the records of the Association without full Board approval or vote of the General Membership. j. An external audit* must be approved by affirmative majority of the full Board of Directors. *Audit refers to checks and balances in the Association.

Section 1. Election Cycle

a. The Board of Directors will convene an Election Committee annually at their May meeting. **b.** Nominations take place annually on a staggered schedule at the General Membership meeting in June.

b1. During this time The President will call for Nominations from the Election Committee then open the floor for additional Nominations from the General Membership. **b2.** Nominees must appear in person or submit a written letter of acceptance of nomination to the President.

b3. When all Nominations have been presented the President will close Nominations and no further Nominations will be accepted.

b4. Nominations are placed on the Meeting Agenda as the first item under 'New Business'. **c.** Elections take place annually on a staggered schedule for Officers and Directors at the General Membership meeting in July.

d. In extenuating circumstances, the election cycle may be postponed or rescheduled.

Reference: **Article VII Section 4, f.**

e. Elections and Oath of Office are placed on the Meeting Agenda as the first items under 'New Business'

f. New Officers and Board Members take office immediately after the Oath of Office has been administered by the Sgt. at Arms. At this time the President will formally dissolve the Election Committee.

Section 2. Eligibility for Office

a. *Incumbent or Interim* Directors seeking concurrent or full terms and meeting the requirements in **Article VII Section 2, b** will be granted automatic Nomination by the Election Committee.

a1. *General Members* seeking a Director position who meet the requirements in **Article VII Section 2, b** must be nominated by a fellow Member. **b. *Incumbent or Interim*** Officers seeking concurrent or full election who meet the eligibility requirements in **Article VI Section 2, b** will be granted automatic nomination by the Election Committee.

b1. *General Members* seeking full election for an Officer position who meet the eligibility requirements in **Article VI Section 2, b** must be nominated by a fellow Member in good standing.

Section 3. Voting Requirements

a. Eligibility to vote requires three (3) months paid membership in good standing prior to the

date of vote by the General Membership.

- b. Voting must occur in person.
- c. Members must be in good standing to vote.

Section 4. Election Committee

- a. An Election Committee will be appointed annually by the Board of Directors at their May Meeting.
- b. The Committee will consist of the Sgt. at Arms as Chair and two (2) general members not up for current election.
- c. The Election Committee will convene prior to the General Membership Meeting in June to prepare Nominations of any Incumbents or Interims seeking election and present such at the June General Membership Meeting.
- d. Prior to the July Elections the Committee will meet to prepare and print the Election Ballots according to the Nominations presented at the June meeting.
- e. At the July General Membership Meeting the Committee will pass out, collect and tabulate ballots. They will certify the results by their signature on an approved Association form and immediately give the results to the President for announcement to the General Membership.
- f. The Election Committee is formally dissolved by the President after the Election results are announced.
- g. The Sgt. at Arms will retain all Election forms and cast ballots in the Association's safe for six (6) months.

Section 5. Oath of Office

a. Newly elected Board of Directors and Officers start their official duties by subscribing to the following Oath administered by the Sgt. at Arms:

“I _____ do solemnly swear or affirm that I will support the By-Laws of the Schoolcraft County Motorized Trails Association and I will faithfully discharge the duties of the office to which I am elected to the best of my ability.”

Section 1. Board of Director Meetings

a. Board of Director meetings are held monthly at Association Headquarters. One of the meetings will be the required Annual Board Meeting taking place prior to the May General Membership meeting. Meeting times may vary to accommodate scheduling needs of a Board Member or Association Member.

a1. The Board of Directors retains the right during extenuating circumstances to hold special Board meetings without prior notice to the General Membership and to hold Board meetings by telephone or digital means.

b. Board of Director meetings are conducted using Simplified Robert's Rules of Order as a reference and adjusted by the Chairman as necessary to maintain smooth and orderly meetings that fit the structure of this Association.

c. Board of Director's required meeting quorum is three (3) of five (5) Directors one of which must be the Chairman.

c1. If the Chairman is absent, one of the remaining Directors will act in the Chairman's stead. **c2.** If a quorum is not attained the meeting cannot be held.

d. The Chairman is responsible for the preparation of the agenda.

e. Any Director may call for a 'closed session' with notice to the Chairman. **f.** Of the Directors present, one will be chosen to take minutes of meetings and submit to the Secretary.

Section 2. Board Meeting Rules, Attendance and Etiquette

- a. General Members may attend Board meetings.
- a1. General Members may not attend closed sessions unless called by the Board. a2. General Members do not have a vote on Board matters.
- a3. Unless called upon or the subject of an agenda item, General Members may address the Board during 'Member Comment' portion of agenda only. a4. 'Member Comment' is limited to fifteen (15) minutes total at three (3) minutes each speaker unless increased by the Chairman.
- a5. The Board is not required to respond to any Member comments. a6. The Chairman may grant agenda time to Members prior to acceptance of that meeting's agenda.
- b. The general public may only attend Board meetings by direct invitation of a Director concerning a specific agenda item.
 - b1. Their attendance time and verbal participation is restricted to the agenda item pertaining to them and must include a clearly spoken name and address. b2. They have no vote on any Board matters.
 - b3. They may not attend closed sessions.
- c. The Board of Directors may, at their discretion, invite any State or Federal agency, similar Associations or Association Contractors whose purpose complements this Associations' to attend partial or full Board Meetings and participate therein. c1. Invitees have no vote on any Board matters.
 - c2. Invitees may not attend closed sessions.
- d. Directors, Officers, General Members or others who engage in discourteous, disparaging, or disruptive behavior including vulgar language may be subject to ejection from the Board meeting by the Chairman or Sgt. at Arms at any time and must leave the premises. d1. Directors or Members who continue this behavior at any subsequent Association meeting are in direct violation of the By-Laws and may be subject to Membership termination.
 - d2. Guests or invited Public who engage in this behavior may, by affirmative majority vote of the Board of Directors, be barred from attending any further Association functions.

Section 3. General Membership Meetings

- a. General Membership Meetings are held at seven (7) pm the third (3rd) Thursday of each month at Association headquarters unless otherwise specified.

b. General Membership Meetings are conducted using Simplified Robert’s Rules of Order as a reference and adjusted by the President as necessary to maintain smooth and orderly meetings that fit the structure and flow of this Association.

c. The General Membership required meeting quorum consists of two (2) Officers and five (5) General Members.

C1. If a quorum is not attained the meeting cannot be held.

d. The President serves as Chair of all Membership Meetings.

d1. The Vice President serves as Chair in the absence of the President.

Section 4. General Membership Meeting Rules, Attendance and Etiquette

a. General Members may attend General Membership meetings and have one (1) vote on each motion.

a1. General Members may participate in open discussions on agenda items. **a2.** The Membership Comment portion of the agenda, unless extended by the President, is limited to fifteen (15) minutes total at three (3) minutes each speaker.

b. The Public may attend General Membership meetings.

b1. Attending Public is not allowed copies of nor access to Association Financial reports. **b2.** Attending Public will be asked to remove themselves during all discussions on Association financials.

b3. Unless called upon by the President, verbal participation by attending Public is confined to the ‘Public Comment’ section of the agenda and restricted to agenda items only.

b4. ‘Public Comment’ is limited to fifteen (15) minutes total at three (3) minutes each speaker including a clearly stated name and address for each speaker. **b5.** The President and Officers are not required to respond to any Public comment. **b6.** The President may close Public Comment at any time for cause.

c. Officers, Directors, General Members or the public who engage in discourteous, disparaging or disruptive behavior or vulgar language may be subject to immediate ejection from the General Membership meeting by the President or Sgt. at Arms and must leave the premises. **c1.** Officers, Directors or General Members who continue this behavior at any subsequent Association meetings are in direct violation of the By-Laws and may be subject to Membership termination proceedings.

ARTICLE X. BY-LAWS

Section 1. By-Laws Document

a. The By-Laws are the governing document of record for the Association superseded only by

the Articles of Incorporation, any Federal, State or Local laws or the United States Constitution.

Section 2. By-Laws Amendment

a. The By-Laws may only be amended by affirmative majority vote as a listed agenda item by Members present at a regularly scheduled General Membership meeting. **b.** A copy of the current By-Laws and the proposed By-Laws will be prepared by the Secretary and sent to all General Membership at least thirty (30) days prior to the General Membership meeting where a vote is scheduled.

b1. If edits or amendments are few, the Board may, at their discretion, instruct the Secretary to disseminate only those portions of the By-Laws to which the edits or amendments apply.

c. Proposed By-Laws receiving affirmative majority vote of the General Membership take effect after full signature and certification as accorded in **Article XII** and nullify all previous Association By-Laws versions.

d. Proposed By-Laws that do not receive an affirmative majority vote may be sent back to the By-Laws Committee by the Board of Directors for one (1) further revision and re-submission to the General Membership.

Section 3. By-Laws Committee

a. A By-Laws Committee will be convened by the Board of Directors once every five (5) years for a complete review and as necessary during those five (5) years for any edits or amendments. **b.** The Board of Directors will convene the By-Laws Committee with specific instructions as to the scope of work expected.

c. The Committee will consist of the Vice President as Chairman and tie breaker, two (2) Officers one of whom will be the President (ex officio), two (2) Directors and two (2)

General Members.

d. Affirmative majority vote will determine all Committee edits or amendments. **e.** The Committee will present a final draft to the Board of Directors for their approval. **f.** Once approved by the Board, the current By-Laws and proposed edits and amendments will follow the procedures in **Article X Section 2, b-d.**

g. Any By-Laws Committee that fails to have edits or amendments passed by the General Membership after two (2) attempts will be dissolved by the Board of Directors and the proposals nullified.

g1. The Board retains the right to seat a new By-Laws Committee retaining only the Vice President as Chair and the President as ex officio for further attempts at edits or amendments as warranted.

ARTICLE XI. DISSOLUTION

Section 1.

a. Upon dissolution of the Schoolcraft County Motorized Trails Association all assets shall be transferred, assigned and set over without charge to the City of Manistique, a Michigan Municipal Corporation.

ARTICLE XII. RESOLUTION and CERTIFICATION

We, the undersigned, constituting the full Board of Directors and all Officers of the Schoolcraft County Motorized Trails Association, a Michigan Non-profit Corporation, do hereby resolve that the By-Laws of this Association are amended and adopted as contained herein, rendered official and effective on the date of and by virtue of affirmative majority vote of the General Membership, nullifying all former existing versions of Association By-Laws therefor rendering this document current unless or until said document is edited or amended in the manner contained herein.