

SALEM SNO DRIFTERS

BYLAWS



PO Box 379
Salem Twp, ME 04983



Revised 2025



CORPORATE BYLAWS
OF
SALEM SNODRIFTERS

ARTICLE I
GENERAL

Section 1.1. Name. The name of the Corporation shall be Salem Snodrifters, a Maine Non-Profit Corporation.

Section 1.2. Location of Corporation. The Corporation shall have its principal place of business at Salem Township, Maine.

Section 1.3. Purposes and Powers. This benevolent and charitable corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and under the Maine Non-Profit Corporations Act. In furtherance of these charitable, scientific, and educational purposes, but not by way of limitation, the purposes of the Corporation are to create and maintain snowmobile trails for public access and enjoyment, and to engage in youth outreach to support access to outdoor recreation. No substantial parts of the activities of the Corporation shall constitute carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office.

In furtherance of these charitable, scientific, and educational purposes, but not by way of limitation, the purposes and powers of the Corporation include:

1.3.1. To foster, promote, develop, encourage, maintain, receive, and accept funds, gifts, grants, and contributions for and on behalf of such purposes;

1.3.2. To establish, conduct, sponsor, acquire, control, own, maintain, and operate such other entities, activities or programs which, in the opinion of the Corporation's Board of Directors will support the foregoing purposes and the purposes of any affiliated organizations of which the Corporation is a member;

1.3.3. To aid, assist and confer benefits on and to promote, by loan, donation, or otherwise, the interests of the Corporation and any not-for-profit organization affiliated with the Corporation, provided that such organization is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code), as amended, or the corresponding provision of any applicable future United States Internal Revenue Law;

1.3.4. The doing of everything necessary, proper, advisable or convenient as is incidental or appropriate to the carrying out of the foregoing purposes, particularly the exercise of powers granted to charitable,

educational and scientific corporations by law and the doing of all other things incidental to them or connected with them that are not forbidden by law, the Articles of Incorporation of these Bylaws; provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Seal. The Corporation may adopt a circular seal with the Corporation's name, the year of its organization and the word "Maine" inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Directors in accordance with these Bylaws.

Section 1.5. Registered Office. The Registered Office of the Corporation is at P.O. Box 4600, Portland, Maine, 04112. The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

Section 1.6. Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

ARTICLE II PUBLIC BENEFIT

The Corporation shall be a Public Benefit Corporation under the laws of the State of Maine.

ARTICLE III NO PRIVATE INUREMENT

All the assets and income of the Corporation shall be used exclusively for its charitable, scientific, and educational purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of salaries and expenses to officers and employees of the Corporation. No individual Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV
CHARITABLE NATURE OF THE CORPORATION

Section 4.1. Dissolution. Upon the voluntary or involuntary dissolution of this Corporation, all assets remaining after satisfaction of debts and obligations will be transferred to one or more organizations with a similar purpose, provided such organizations are exempt from federal income tax under Section 501(c)(3) of the Code, all in accordance with the aforementioned federal laws and in accordance with all pertinent laws and statutes of the State of Maine. In the event of a conflict of laws, federal law shall prevail.

Section 4.2. Tax Provisions.

4.2.1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as amended;

4.2.2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended;

4.2.3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended;

4.2.4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, as amended; and

4.2.5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended.

ARTICLE V
MEMBERSHIP

This Corporation shall have no members.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 6.2. Number of Directors; Eligibility. The number of Directors shall not be less than three (3) nor more than three (3) and shall be fixed by the Directors at the Annual Meeting or any

meeting held in lieu thereof. Any adult person who supports the charitable purposes of this Corporation and who is willing to undertake the duties of a Director and abide by these Bylaws is eligible to become a Director, except that no person may serve more than five (5) consecutive terms as a Director.

Section 6.3. Initial Directors Election; Term of Office. The initial Board of Directors shall be appointed by the incorporators of the Corporation and shall serve until their successors are elected and qualified at the first Annual Meeting. Thereafter, and for purposes of providing staggered terms of office only, the Directors shall be divided into three (3) classes, which will, as nearly as possible, result in one-third (1/3) of the terms of Directors expiring each year. Every Director shall serve for the term of office specified in the vote by which such Director was elected until their successor is duly elected and appointed, unless they resign sooner or are removed.

Section 6.4. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until expiration of the term that would have been served had the vacancy not occurred.

Section 6.5. Removal of Directors. The Board of Directors may suspend or remove a Director at any time, with or without cause, by a two-thirds (2/3) affirmative vote of the Board.

Section 6.6. Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any Director who fails to attend five (5) regularly scheduled board meetings (during any twelve (12) month period commencing with the date of the Annual Meeting of the Board of Directors) shall be deemed to have resigned from the Board, unless such Director has provided the President with prior notice of their inability to attend the meetings, or unless the Board waives this requirement with respect to said Director. The President shall provide written notice to the Board and to the Secretary stating that such Director has been deemed to have resigned from the Board in accordance with this Section 6.6. Failure to attend a Special Meeting of the Board shall not be considered in determining this attendance requirement.

Section 6.7. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expenses of attendance, if any, may be allowed for attendance at each regular or Special Meeting of the Board; but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6.8. Honorary Directors. As provided in this Section 6.8, individuals to whom the Board of Directors wish to indicate their gratitude and appreciation for outstanding service to the Corporation may be elected as Honorary Directors of the Corporation. Such Honorary Directors shall serve for a lifetime term. Honorary Directors may attend meetings of the Board of Directors

but shall have no vote at such meetings. No individual may serve simultaneously as a Director and as an Honorary Director.

ARTICLE VII MEETINGS

Section 7.1. Annual Meeting. The Board of Directors shall meet annually for the purpose of electing the class of Directors then standing for election or reelection and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be held on the Seventh day in November of each year at such time and place as shall be designated by the Board of Directors.

Section 7.2. Regular Meetings. Regular meetings of the Board of Directors may be held on such notice, or without notice, and at such time and at such place as may from time to time be determined by the Board of Directors.

Section 7.3. Special Meetings. Special Meetings of the Board of Directors may be called by the President of the Corporation on their own motion or upon written request of a majority of the Directors and held not less than three (3) nor more than thirty (30) days after such notice is given to each Director, either personally, by mail or by telephone.

Section 7.4. Waiver. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws, notice is required to be given to any Director, 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. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 7.5. Telephonic Meetings. The Directors may hold a meeting by conference telephone, online, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Director at such meeting. Notice of such meeting shall give each Director the telephone number at which, or other manner in which, they will be called.

Section 7.6. Manner of Acting. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by proxy at any duly called and held meeting of the Board of Directors at which a quorum is present. All Directors shall have one (1) vote.

Section 7.7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Directors, the Directors present

thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 7.8. Conduct of Meetings; Record of Meetings. The President of this Corporation, or in their absence, the Treasurer, or, in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary, or if they do not participate in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 7.9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 7.10. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within ten (10) days of such specific action.

Section 7.11. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, by mail or by telephone, addressed to such Director at their address as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at their telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited with the United States Postal Service.

ARTICLE VIII OFFICERS AND AGENTS

Section 8.1. Officers. The officers of the Corporation shall be a President, a Treasurer, and a Secretary, and such other officers as the Board of Directors may from time to time designate.

Section 8.2. Election of Officers. The Board of Directors shall choose annually the officers of the Corporation, none of whom, other than the President, need be a Director. A person may hold more than one (1) office, except that no person may hold the offices of President and Treasurer at any one time.

Section 8.3. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such

terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8.4. Compensation. The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 8.5. Term of Officers. The officers of the Corporation shall hold office until their successors have been elected and qualified. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by an affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors.

Section 8.6. President of the Corporation. The President of the Corporation shall, when present, chair all meetings of the Board of Directors. They shall inform themselves concerning all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and they shall assume such share in the management of the Corporation's business as the Directors may determine. The President of the Corporation shall appoint such committees as they deem necessary, subject to the approval of the Directors. The President shall perform all duties incident to the office of the President.

Section 8.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation; and deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. They shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Directors shall require, an account of all their transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall provide a bond in such sum and with such surety or sureties as the Board of Directors shall determine; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them.

Section 8.9. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all its proceedings in a book kept for that purpose. They may give, or cause to be given, notice of all Directors' meetings and shall perform such other duties as may be prescribed by the Board of Directors or by the President. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address and telephone numbers of each Director; and ensure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them.

ARTICLE IX
ADVISORY BOARD

The Board of Directors is authorized to appoint an advisory board and to charge it with such functions not directly engaged in the governance of the Corporation as the Board of Directors deems appropriate.

ARTICLE X
COMMITTEES

Section 10.1. Committees. The Board of Directors may establish such committees as it deems appropriate to assist and recommend in the management of the Corporation.

Section 10.2. Composition. Committees shall consist of at least two (2) Directors, one of whom shall be the chairperson of such committee. The President shall annually appoint the members of each committee, subject to the approval by the Board of Directors, unless the Board of Directors specifies by resolution an alternative method of naming members of the committees.

ARTICLE XI
FINANCES

Section 11.1. Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer and such other officers or persons as the Board of Directors may from time to time designate.

Section 11.2. Fiscal Year. The fiscal year of the Corporation shall end on December 31, unless otherwise fixed by resolution of the Board of Directors.

ARTICLE XII
LIABILITY; INDEMNIFICATION

Section 12.1. Directors and Agents. The individual property of the Directors, officers, employees or agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 12.2. Indemnification. The Corporation shall indemnify without formal action by the Board of Directors, a person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving in another capacity at the request of the Corporation, to the fullest extent authorized by law, including, without limitation, liability for expenses incurred in defending against pending, commenced or threatened actions. The foregoing rights of indemnification shall, in the case of death or incapacity of any Director, officer or other person described in this Section 12.2, inure to the benefit of their heirs, estate, executors, administrators, conservators or other legal representatives.

Section 12.3. Insurance. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the persons described in Section 12.2, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE XIII
CONFLICTS-OF-INTEREST POLICY

Section 13.1. Purpose. The purpose of the conflicts of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.2. Definitions.

13.2.1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

13.2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XIII, Section 13.3, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 13.3. Procedures.

13.3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the

opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

13.3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with them, the interested persons shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

13.3.3. Addressing a Conflict of Interest.

a. An interested person may make a presentation at a meeting of the Board of Directors, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President of the Corporation, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

13.4.4. Violations of the Conflicts-of-Interest Policy.

a. If the Board of Directors has reasonable cause to believe an officer or Director has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the officer or Director's response and after making further investigation as warranted by the circumstances, Board of Directors determines that officer or Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 13.5. Records of Proceedings. The minutes of the Board of Directors and all committees with board-delegated powers shall contain:

13.5.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.

13.5.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 13.6. Annual Statements. Every Director, officer, and member of a committee with Board-of-Director-delegated powers shall annually sign a statement which affirms such person:

13.6.1. Has received a copy of the conflicts-of-interest policy,

13.6.2. Has read and understands the policy,

13.6.3. Has agreed to comply with the policy, and

13.6.4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 13.7. Compensation.

13.7.1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

13.7.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

13.7.3. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 13.8. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

13.8.1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

13.8.2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 13.9. Use of Outside Experts. When conducting the periodic reviews, as provided for in Article XIII, Section 13.8, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at an Annual or Special Meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Section 7.11 hereof.

ATTEST: _____ DATE: _____, 2025