

**BY-LAWS**  
**OF THE**  
**NEW BRUNSWICK FEDERATION**  
**OF SNOWMOBILE CLUBS INC.**

**Proposed to**  
**MEMBER CLUBS**

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## **CHAPTER I**

### **GENERAL PROVISIONS**

#### **Article 1 – NAME**

The name of the association will be “The New Brunswick Federation of Snowmobile Clubs, Inc.”, and/or “La Fédération des Clubs de Motoneige du Nouveau-Brunswick, Inc.” hereinafter referred to as the “Federation”. The association will operate as “Snowmobile-Motoneige NB”.

## CHAPTER I – GENERAL PROVISIONS

### **Article 2 – HEAD OFFICE**

The head office of the Federation is located in the Town of Woodstock, Carleton County, New Brunswick, or at an address as determined by the Board of Directors from time to time.

## CHAPTER I – GENERAL PROVISIONS

### **Article 3 – BILINGUAL SERVICES**

The Federation will offer services in both official languages.

## CHAPTER I – GENERAL PROVISIONS

### **Article 4 – INTERPRETATION**

Within this set of General By-Laws, words in the singular form include the plural and masculine terms include the feminine, and vice-versa.

## CHAPTER I – GENERAL PROVISIONS

### **Article 5 – MISSION STATEMENT, GOALS AND OBJECTIVES**

#### **5.1 MISSION STATEMENT**

The Federation – A Volunteer Organization is committed to constantly enhancing organized snowmobiling. Through supporting clubs, volunteers and landowners and by focusing on partnerships with governments, industry, private corporations and public institutions we will become the premier trails organization in the province for the enjoyment of enthusiasts, tourists and New Brunswickers.

#### **5.2 GOALS AND OBJECTIVES**

- 5.2.1** Promote safety in the sport of snowmobiling;
- 5.2.2** Unite all snowmobile clubs in New Brunswick into one strong group with a clear voice;
- 5.2.3** Favour a spirit of cooperation with the public;
- 5.2.4** Help with the protection of our environment;
- 5.2.5** Maintain a strong public image;
- 5.2.6** Develop and maintain a provincial trail system;
- 5.2.7** Protect the interest of snowmobilers;
- 5.2.8** Improve trail networks and maintain a mapping system of snowmobile trails;
- 5.2.9** Organize fund raising events and receive funds, which will help in reaching the goals and objectives of the Federation;
- 5.2.10** Develop strong partnerships with the Provincial Government, as well as with the Corporate and Private sectors.

## **CHAPTER II**

### **MEMBERS**

#### **Article 6 – MEMBERSHIP IN THE FEDERATION**

##### **6.1 Eligibility**

All incorporated snowmobile clubs whose head offices are located in the province of New Brunswick and who agree to comply with the Federation General By-Laws and Policy Statements are eligible for admission as a member of the Federation.

##### **6.2 Application for Membership**

**6.2.1** The completion of an application for membership on a form prescribed by the Federation and duly signed by the President and the Secretary of the club.

**6.2.2** A snowmobile club becomes a member of the Federation upon its acceptance, through a majority vote by the Board of Directors.

**6.2.3** A club's membership is renewed annually by having the member club's President sign the Federation's Annual Club Agreement on a date as determined by the Board of Directors.

##### **6.3 Responsibilities**

In becoming, and in order to remain, a Federation member in good standing, a snowmobile club accepts the following:

**6.3.1** To send proof of every Trail Permit sold and unsold to the Federation on or before the date specified by the Federation or Operating Policy Statements governing Trail Permits;

**6.3.2** To sell Trail Permits at a price determined by a General Meeting of the member clubs and approved by the Province of New Brunswick;

## CHAPTER II – MEMBERS

### Article 6 cont.

- 6.3.3** To sell Daily, Replacement or Non-Resident Trail Permits to individuals, for the exclusive use of snowmobiles on duly designated trails;
- 6.3.4** To use all forms, documents, maps, signs, stickers, crests, etc., as requested by the Federation;
- 6.3.5** To comply with all Policy Statements governing the operation of the Federation;
- 6.3.6** To make club trails available for the prudent use of all snowmobilers displaying a valid Federation Trail Permit on their snowmobile;
- 6.3.7** To maintain all club trails to the standard required by the Board of Directors;
- 6.3.8** To pay, at a designated time, all Federation fees as determined at the Annual General Meetings;
- 6.3.9** To inform the Federation’s Secretary, by letter, of the name and address of its appointed delegates, as well as advise the Federation’s Secretary, again by letter, if any delegates are Replaced.

## CHAPTER II – MEMBERS

### Article 7 - ZONES

The Federation’s member clubs are divided into eight (8) groups according to the “Zone” in which they are located in the province as follows:

There will be eight (8) Zones:

- 7.1** Zone One (1): All member clubs located in Madawaska and Victoria Counties;
- 7.2** Zone Two (2): All member clubs located in Restigouche County;
- 7.3** Zone Three (3): All member clubs located in the County of Gloucester excluding Nepisiguit Sports Lodge Inc.;
- 7.4** Zone Four (4): All member clubs located in Carleton and York counties, excluding the clubs incorporated as Southwest Snowmobilers Inc., Fredericton Snowmobile Club Inc. and the Nashwaak Valley Snowmobile Club Inc. in the county of York;
- 7.5** Zone Five (5): All member clubs located in Northumberland County up to and including the club incorporated as Nepisiguit Sports Lodge Inc. in the County of Gloucester;
- 7.6** Zone Six (6): All member clubs located in Kent and Westmorland Counties;
- 7.7** Zone Seven (7): All member clubs located in Sunbury, Queens and Charlotte Counties including the clubs incorporated as Southwest Snowmobilers Inc., Fredericton Snowmobile Club Inc., and the Nashwaak Valley Snowmobile Club inc. in the county of York and including the club incorporated as Caribou Snow Drifters Inc. from the county of St. John;
- 7.8** Zone Eight (8) All member clubs located in Kings, Albert and Saint John Counties and excluding the club incorporated as Caribou Snow Drifters Inc. from the county of St. John.

## CHAPTER II – MEMBERS

### **Article 8 – ASSOCIATE AND HONORARY MEMBERS**

The Board of Directors may honour individuals who are strong and long term supporters of the Federation through the presentation of a certificate naming them Honorary and/or Associate Members of the Federation. These members will not have voting privileges, but are welcomed as guests at the Annual General Meeting of the Federation.

## **CHAPTER III**

### **TERMINATION OF MEMBERSHIP**

#### **Article 9 – LOSS OF MEMBERSHIP STATUS**

The Board of Directors may revoke a club's membership if:

- 9.1**            The Club is amalgamated with another club;
- 9.2**            The Club condones the use of a designated/managed club trail for any vehicles other than a snowmobile;
- 9.3**            The club does not comply with the Federation's General By-Laws, Policy Statements or Annual Club Agreement or is in continuing default;

Loss of membership status results in:

- 9.4**            Loss of liability insurance coverage;
- 9.5**            Loss of any funding from the Federation;
- 9.6**            Loss of placement on the provincial map.

## CHAPTER III – TERMINATION OF MEMBERSHIP

### **Article 10 – EXPULSION**

- 10.1** The Board of Directors will have the power to expel an existing member club for cause, which shall include, but is not limited to;
- 10.1.1 Condoning the Member Club’s trail use for anything other than snowmobiles or Trail Groomers, in season.
  - 10.1.2 Continuous failure and/or non-compliance by Member Club with Annual Federation /Club Agreement.
  - 10.1.3 Competing with other Federation Member Clubs for the sale of Federation Trail Permits - club membership.
  - 10.1.4 Operating Federation approved Trail Groomers without Federation approved GPS Tracking Systems.
  - 10.1.5 Failure to adhere to and abide by the Provincial Off-Road Vehicle Act – Public Safety.
  - 10.1.6 Failure to adhere to and abide by the Provincial Crown Land and Forest’s Act – Natural Resources.
  - 10.1.7 Failure to adhere to and abide by the rules and regulations of the Provincial ‘Water and Wetlands Application’ – Environment’s process and permits.
  - 10.1.8 Failure to provide, upon request annually, proof of the Member Club’s current;
    - 1. Incorporation Status
    - 2. Annual Corporate Filing / Corporate number active
    - 3. Harmonized Sales Tax Registration
    - 4. General By-Laws
    - 5. Liability Insurance on Club’s owned or leased Trail Groomers
    - 6. Registration / License of the Club’s owned or leased Trail Groomers.
  - 10.1.9 And any other act as determined to constitute cause in the determination of the Board of Directors.
- 10.2** The Club will be given written notice from the President and have one week to request a hearing of the Board of Directors to discuss the expulsion rationale.

**Article 10 – EXPULSION cont.**

- 10.3** At the hearing the Board of Directors will decide whether to proceed with the expulsion or, upon written confirmation from the Club agreeing to the correction of the situation, move to a probationary status for the Club.
- 10.4** An expelled member club will have the right to appeal the Board's decision to the delegates at the next General Meeting of the Federation, by providing sixty (60) day written notice of their intention prior to that meeting.
- 10.5** The Club will be given the opportunity to state their case in an official appeal to the delegates at the General Meeting. The final status of the Club will be determined by a majority vote of the meeting.
- 10.6** The expelled Club, once its status has been confirmed, will have sixty (60) days to return all documentation and property belonging to the Federation, including the settlement of all outstanding debts owed the Federation.

## CHAPTER IV

### DELEGATES AND ALTERNATES VOTING RIGHTS AT GENERAL MEETINGS

#### Article 11 – DELEGATES and / or ALTERNATES

- 11.1** DELEGATES: a person who is chosen or elected by their member club who will represent or act on behalf of their member club at the Federation’s General Meeting(s).
- 11.2** ALTERNATES: a person who is chosen or elected to replace a member club’s delegate that due to unforeseen circumstances is unable to attend the Federation’s General Meeting(s).
- 11.3** Each member club is allotted a minimum of two (2) delegates.
- 11.4** Additional delegates are allotted for trail permits credited to the club to a maximum of 10 (ten) delegates, based on the previous Federation fiscal year end total as properly registered with the Federation. (See table below)

Seasonal Trail Permits Sold	Number per member club
150 to 299	3 delegates
300 to 449	4 delegates
450 to 599	5 delegates
600 to 749	6 delegates
750 to 899	7 delegates
900 to 1049	8 delegates
1050 to 1199	9 delegates
1200 to 1349	10 delegates

- 11.5** Each member club must submit to the Federation’s Head Office in writing their list of chosen or elected club delegates and may in addition, submit up to two (2) club alternates for the Federation’s General Meeting(s). In the case of the Annual General Meeting, the member club’s list of delegates and alternates must be received by no later than April 15<sup>th</sup>, by 11:59 pm., annually. For a Special Meeting, the member club’s list of delegates and alternates must be received not less than twenty (20) days before the Special Meeting at 11:59 pm.

**Article 11 – DELEGATES and / or ALTERNATES cont.**

- 11.6** When the written list of a member club's delegates and alternates is received, in the case of the Annual General Meeting after April 16<sup>th</sup>, 12:00 am, the member club may attend the General Meeting but will not have voting privileges granted or extended. In the case of a Special Meeting, when the list of a member club's delegates and alternates is received after the twenty (20) day deadline prior to the Special Meeting, the member club, its delegates and or alternates is not permitted to attend or vote at the Special Meeting.

CHAPTER IV - DELEGATES AND VOTING RIGHTS  
OF MEMBERS AT GENERAL MEETINGS

**Article 12 - QUALIFICATION OF DELEGATES**

- 12.1 Delegates must be at least 19 years of age and must have been appointed by their member club;
- 12.2 The Federations' current Board of Directors automatically qualifies as delegates.

CHAPTER IV - DELEGATES AND VOTING RIGHTS  
OF MEMBERS AT GENERAL MEETINGS

**Article 13 – DELEGATION OF POWER FOR DELEGATES**

Delegates to the Annual General Meetings of the Federation do not have the right to act in any official capacity outside of the Annual General Meetings, unless authorized to do so by the Board of Directors.

**CHAPTER V**  
**GENERAL MEETINGS**

**Article 14 –GENERAL MEETINGS**

**14.1 Annual General Meeting**

The Annual General Meeting of the Federation must be held no later than three hundred and twenty-five (325) days after the end of the Federation's fiscal year. The meeting must be held in New Brunswick, at a location, date and time, as determined by the Board of Directors. The meetings will be held for :

- 1) Informational purposes,
- 2) To present to the members the financial statements and the auditor's report,
- 3) To elect Directors and Officers,
- 4) To appoint an auditor,
- 5) To approve an Annual Final Budget,
- 6) To approve the price of all types of Federation Trail Permits, and
- 7) To discuss any other items that may be of interest to the membership.

**14.2** Annual Meetings may also consist of a Special meeting, where items of special interest to the membership can be discussed and debated.

## CHAPTER V – GENERAL MEETINGS

### **Article 15 – SPECIAL MEETING**

The Board of Directors has the right to call a Special Meeting of the Clubs at any time.

In the case of Special Meetings of the member clubs notice will be given on a date, time and location as determined by the President, or by resolution by the Board of Directors.

A Special Meeting is normally called to deal with emergent situations as determined by the Board of Directors.

## CHAPTER V – GENERAL MEETINGS

### **Article 16 - NOTICE OF THE ANNUAL GENERAL MEETING AND SPECIAL MEETINGS**

- 16.1** A notice indicating the date, time and location of the Annual General Meetings must be addressed to each member club and sent by courier, to be post dated or delivered at least thirty (30) days prior to the date of the meeting.
- 16.2** The notice for each and every Annual General Meeting of member clubs must contain the agenda of the meeting that will outline all removals, modifications or amendments proposed to the General By-laws, all modifications to the Federation's fees and all special business which are to be transacted.
- 16.3** The nature of that business must be stated in sufficient detail to permit the delegates to form a reasoned judgment thereon.
- 16.4** The text of any special resolution to be presented at the meeting shall be included with the agenda.
- 16.5** A Special Meeting of members may be called by the Board of Directors at any time without any advance notice, on condition that all delegates with voting power in attendance and those who are not present have in some manner waived the requirement for such notice of meeting.
- 16.6** Special Meeting may involve any issue, which the Federation may need to address.

## CHAPTER V – GENERAL MEETINGS

### **Article 17 – RIGHT OF ATTENDANCE**

Persons authorized to attend the Annual General Meetings of the Federation are those with voting privileges in accordance with the Federation's By-laws, the Federation's auditor and those who, although they do not have voting privileges, have the right or obligation of attending in accordance with the Federation's General By-laws; or, by invitation of the President.

## CHAPTER V – GENERAL MEETINGS

### **Article 18 – VOTING AT A GENERAL MEETING OR SPECIAL MEETINGS**

Every issue shall, unless otherwise required by Articles or General By-Laws of the Federation, or by Law, be decided by a majority vote of those in attendance who are authorized to vote.

- 18.1** Votes may be cast by a show of voting cards or by secret ballot, or as determined by the President or Chairperson in attendance at the meeting.

A delegate has the right to one vote only for any issue. A delegate may choose to allocate their vote by means of proxy, to an appointed delegate of their club.

- 18.2** Notwithstanding any other provisions in the By-Laws, in the case of a tie vote, the President shall cast the deciding vote.

## CHAPTER V – GENERAL MEETINGS

### **Article 19– FISCAL YEAR**

The Federation's Fiscal Year begins on the first (1<sup>st</sup>) day of July and ends on the thirtieth (30<sup>th</sup>) day of June of each year.

## CHAPTER V – GENERAL MEETINGS

### **Article 20 – QUORUM**

At the Annual General Meetings and Special Meetings of the Federation, a quorum will be forty (40) delegates representing a minimum of one third (1/3) of the member clubs.

## CHAPTER V – GENERAL MEETINGS

### **Article 21– ELECTION OF THE BOARD OF DIRECTORS**

In accordance with the General By-laws of the Federation or by Law, members of the Board of Directors are elected as Zone Directors at the Annual General Meeting, in accordance with the election policy for Zone Directors, which is included in Appendix (A) of these General By-laws.

## **CHAPTER VI**

### **DIRECTORS**

#### **Article 22 – NUMBER**

The Federation's Board of Directors is made up of a maximum of eight (8) Zone Directors elected by the delegates at an Annual General Meeting.

## CHAPTER VI – DIRECTORS

### **Article 23 – QUALIFICATION OF DIRECTORS**

- 23.1 A Director who has been elected by the member clubs in a Zone, represents that Zone as a Zone Director.
- 23.2 At the time of their election by the member clubs in the Zone, the Zone Director automatically qualifies as a delegate to any Special Meeting or the next Annual General Meeting of the Federation.
- 23.3 Zone Directors remain as delegates until;
- Their term expires (see Article 24)
  - They resign;
  - They lose an election to another delegate.

## CHAPTER VI – DIRECTORS

### **Article 24 - TERM OF OFFICE FOR DIRECTORS AND ALTERNATES**

A Director shall be elected to hold office for a term of two (2) years. A Director may be re-elected to serve a total of no more than three (3) consecutive two (2) year terms; however, any member who has served three (3) consecutive two (2) year terms is eligible for re-election to the position after sitting out one full two (2) year term.

#### **24.1 Removal from Office**

A Director shall be removed from office in the event that:

- 24.1.1** He is relieved of his functions by a resolution of delegates accepted by a majority of two thirds (2/3) of votes cast during a General Meeting; or
- 24.1.2** He misses two (2) consecutive Board meetings without having a reasonable, valid excuse provided one (1) week in advance by verbal or written notice of his absence to the Federation office; or
- 24.1.3** He is no longer eligible, in accordance with Article 12 of the present General By-Laws; or
- 24.1.4** He offers his written resignation to the President or Secretary or, verbally, during a meeting of the Board of Directors or during a Federation General Meeting.

#### **24.2 Replacing a Director**

- 24.2.1** A Director whose position has become vacant for any reason shall be replaced through appointment by the Board of Directors. The Director so appointed shall hold office until the next Annual General Meeting.
- 24.2.2** A Zone Director position that has not been filled at the Annual General Meeting, will be filled by the Board of Directors appointing a Director at their next scheduled meeting. The Director so appointed shall hold office until the next Annual General Meeting.

## CHAPTER VI – DIRECTORS

### **Article 25– RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall administer the business affairs of the Federation, through the General Manager and his staff, and shall be responsible to the member clubs. The responsibilities of the Board of Directors, through the General Manager and his staff, shall include, but not be limited to;

- 25.1 Execute and put into place decisions made during General Meetings and Special Meetings;
- 25.2 Prepare policies and guidelines to be followed by its members for the orderly attainment of the goals of the Federation.
- 25.3 Prepare guidelines for membership in the Federation, to accept, deny or revoke membership in accordance to those guidelines.
- 25.4 Hire full time and part time employees as recommended by the General Manager and as deemed necessary by the Board of Directors to assist in the orderly attainment of the goals of the Federation.
- 25.5 Prepare yearly budget and expense estimates necessary for each fiscal year;
- 25.6 Appoint, if deemed necessary, committees and determine the term of their mandates, all for the orderly attainment of the goals of the Federation and, in all cases, any committee so appointed shall be responsible to, and report to, the Board of Directors at each Board of Director’s meeting.
- 25.7 Organize Zones and determine their territorial limits;
- 25.8 By way of resolution, fill any vacancies which may occur in the positions of Officers of the Federation
- 25.9 Designate the persons who must sign the necessary documents for the normal operation of the Federation;

## CHAPTER VI – DIRECTORS

### Article 25 cont.

- 25.10** Directors from the different Zones must:
- 25.10.1** Hold a meeting with delegates from their Zone at least once every year.
  - 25.10.2** Report the results of the Zone meetings they held during the fiscal year to the Annual General Meeting.
  - 25.10.3** Act only within the explicit authority of the Board of Directors of the Federation.
  - 25.10.4** Determine guidelines for trail maintenance, signage and safety.
- 25.11** Sign the Federation’s ‘Confidentiality and Conflict of Interest, Operating Policy’ immediately upon becoming an Officer or Director of the Federation

## CHAPTER VI – DIRECTORS

### **Article 26– QUORUM**

The quorum for the Board of Directors is set at five (5) members. Notwithstanding vacancies, attending Directors hold all powers of the Board of Directors when a quorum is reached.

## CHAPTER VI – DIRECTORS

### **Article 27 MEETINGS OF THE BOARD OR DIRECTORS**

#### **27.1 Frequency of Meetings**

The Board of Directors shall meet a minimum of two (2) times per year exclusive of the Annual General Meetings or upon instruction of the President or upon notice signed by four (4) Directors and served to all remaining Directors in accordance with these General By-Laws.

#### **27.2 Notice of Meeting**

The notice for a meeting on which is indicated the date, time and location of Board meetings must be given directly or sent by mail, e-mail, telegram, cablegram, telex or fax, or given verbally by telephone to each director at his last address, as shown in the Federation files, at least four (4) days before the date of the meeting. The Board of Directors may, never-the-less, meet without a formal notice being sent out, if all Directors waive the requirement for such a notice of a meeting of directors.

As long as a quorum is reached, it will not be necessary to send out a notice of meeting to the newly elected, or appointed, Directors in the case of the first meeting of the Board of Directors, which will usually be held immediately following the election of its members at the Annual General Meeting or at a Special Meeting.

#### **27.3 Poll**

When a Board Meeting cannot be held, the President, in agreement with another Director, may carry out a poll by telephone or by other means, regarding any issue requiring immediate attention provided always that quorum provisions are met.

## CHAPTER VI – DIRECTORS

### **Article 28 – PARTICIPATION BY TELEPHONE**

Members of the Board may participate in a meeting via the use of present technology, notably by telephone. Thus, those who cannot be present physically may still participate in the meeting provided always that quorum provisions are met.

## CHAPTER VI – DIRECTORS

### **Article 29 – VOTING AT MEETINGS**

Subject to these General By-Laws, all issues brought before a Board Meeting will be decided upon by a majority vote, provided always that quorum provisions are met. When the vote ends in a tie, notwithstanding any other provisions in the By-Laws, the President shall cast the deciding vote.

## CHAPTER VI – DIRECTORS

### **Article 30 – REMUNERATION**

Directors will not be paid for their services as members of the Board of Directors. However, they will have the right to be reimbursed for any reasonable expense incurred in the fulfillment of their functions and pre-approved by the President.

The Board of Directors will establish reimbursement policies for reasonable expenses incurred in the performance of their duties as Directors. However, the Board of Directors must present these policies, as well as any changes, which may be brought to these policies, to the member clubs for approval.

## **CHAPTER VII**

### **OFFICERS**

#### **Article 31 – GENERAL**

The Officers of the Federation shall be the President, Vice-President, Secretary, Treasurer, and Past President. The Officers of the Federation are elected at the Annual General Meeting by the Board of Directors. The Board of Directors may appoint additional Officers to the Federation whose term and duties shall be determined by the Board.

## CHAPTER VII - OFFICERS

### **Article 32 – QUALIFICATION OF OFFICERS**

An Officer may not necessarily be an elected member of the Board of Directors, but must be a member in good standing of a member snowmobile club.

## CHAPTER VII - OFFICERS

### **Article 33 – ELECTION OF OFFICERS**

At the first meeting of the Board of Directors, which immediately follows each Annual Election of Directors during the Annual General Meeting, or during any other meeting needed to fill a vacancy, the directors shall elect from among its members a President. Should the office of the President become vacant, the board may fill such vacancy from among its members. The Board of Directors shall also elect a Vice President, Secretary, and Treasurer and may also elect any other such officer as the Board of Directors may determine. The officers so elected may be, but need not be, members of the Board of Directors. Election of an Officer is by a majority vote of the directors, provided always that quorum provisions are met. An Officer from outside the elected Board of Directors is a non-voting position.

The Nomination Chair will reach out to the current Officers 45 days before the Annual General Meeting to see who is planning to re-offer.

The newly elected President shall not concurrently be a Zone Director. In the case where the elected President is a Zone Director, that Zone Director position will become vacant. The Zone thus affected shall hold an election to fill the vacant position. The election will be held during the General Meeting immediately after the election of the Officers. To ensure the rotation of the Directors, the person elected will complete the term of the President's vacated Zone position.

A Member in good standing running for the position of Officer within the Federation must submit their name and the position they are seeking to the Nomination Chair 45 days prior to the AGM. This information will then be shared to all clubs 30 days prior to the AGM. Each candidate, if they desire, will have up to 5 minutes to address the delegates and answer questions at the podium of the AGM. Zone Directors will then have 10 minutes to discuss with their member clubs.

## CHAPTER VII – OFFICERS

### **Article 34 – LENGTH OF MANDATES OF OFFICERS**

- 34.1** The President, Vice-President, Secretary and Treasurer shall hold office for a term of one year.
- 34.2** They may be elected to the same position for a maximum of three consecutive one-year terms.
- 34.3** The Secretary or Treasurer may serve past their third consecutive one-year term when the following process is completed for as many one-year terms as the individual receives support from the Board of Directors and Club Delegates’;
- a. The individual accepts their Officer nomination from a current Director of the Board.
  - b. A majority of the Board of Directors casts a vote in the affirmative for the Officer position.
  - c. A majority of the Club Delegates present at the Annual General Meeting cast affirmative votes by secret ballot for the Board of Directors proposed recommendation of the Officer’s position. The vote taken at the AGM will be conducted by the Permanent Chair holding the position of Nomination’s Chair from the preceding season to the AGM or the President’s appointment if the Nominating Chair is not available or present.

## CHAPTER VII - OFFICERS

### **Article 35 – RESIGNATION AND DISMISSAL**

An Officer may resign his position at any time in writing addressed to the President or Secretary of the Federation or verbally during a Board of Directors Meeting. An Officer may be dismissed by a two-thirds (2/3) vote of the Board of Directors, provided always that quorum provisions are met.

An Officer who is thus dismissed or who resigns must immediately hand over all Federation documentation and belongings in his possession or control to a person designated by the Board of Directors.

CHAPTER VII - OFFICERS

**Article 36 – VACANCIES OF THE OFFICERS OF THE FEDERATION**

All Officer vacancies in the Federation shall be filled by an election held by the Board of Directors as outlined in Article 33.

## CHAPTER VII - OFFICERS

### **Article 37 – PRESIDENT**

The responsibilities of the President shall be:

- 37.1** Presides over and controls the Federation’s Annual General Meetings as well as the meetings of the Board of Directors;
- 37.2** Is an ex-officio member of all committees and has the right to attend all committee meetings at his discretion;
- 37.3** Is authorized to convene Board meetings when he deems they are necessary and desirable;
- 37.4** Signs official documents and confirms minutes from previous meetings of the Federation, the Board of Directors and the Officers, once these documents have been approved by the attendees;
- 37.5** Votes only when a ballot ends in a tie, except in cases where his decisions are appealed;
- 37.6** Manages the business of the Federation, through the General Manager and his staff, and is responsible for the operation of the Federation during his term of office;
- 37.7** Generally supervises and documents the conduct and effectiveness of the General Manager and carries out written appraisals and appraisal interviews of his position on an annual basis.
- 37.8** Reports to the Annual General Meeting.

## CHAPTER VII – OFFICERS

### **Article 38 – PAST PRESIDENT**

The responsibilities of the Past President shall be:

- 38.1** Maintains the continuity of the affairs of the Federation and facilitates the transition of the new Officers and Directors.
- 38.2** Serves for one year or until replaced by a vote of the Board of Directors.
- 38.3** Will be a non-voting Officer of the company.

## CHAPTER VII - OFFICERS

### **Article 39 - VICE-PRESIDENT**

The responsibilities of the Vice-President shall be:

In the absence of the President at meetings, or in cases where the President cannot act, the Vice-President assumes the responsibilities of the President.

## CHAPTER VII - OFFICERS

### **Article 40 – SECRETARY**

The responsibilities of the Secretary shall be:

- 40.1** Is responsible to ensure the recording and signing of the minutes of the Annual General Meetings, Special Meetings, Board Meetings and Officers Meetings and will submit same within thirty (30) days following such meetings to all Directors and Officers (for Board and Officers Meetings) and to all delegates (for the Annual General Meetings and Special Meetings);
- 40.2** Is responsible to ensure all recorded meeting minutes, after they have been approved, are posted on the SMNB website, in the Club Area, no more than thirty (30) days after receiving approval.
- 40.3** Is responsible to ensure that notices of meetings are sent out as well as all other notices to Directors of the Federation and to member clubs;
- 40.4** Is responsible to ensure that complete records are kept of all member clubs and of all delegates as well as names and addresses of all those who hold Federation Trail Permits;
- 40.5** Other than in his capacity as Secretary, he does not act in the name of the Federation, unless he is authorized to do so by the Board of Directors;
- 40.6** If a meeting is being held in the absence of the President or Vice-President, the Secretary calls the meeting to order and ask for the election of an interim Chairperson;
- 40.7** Is responsible for all Federation documents and belongings related to his functions.

## CHAPTER VII - OFFICERS

### **Article 41 – TREASURER**

The responsibilities of the Treasurer shall be:

- 41.1** Is responsible for verifying that the Federation’s assets, value and funds are handled, stored, maintained, deposited and recorded in an acceptable fashion;
- 41.2** Is responsible for ascertaining that all of the Federation’s funds and value in the name of the Federation are deposited in a Chartered Bank or in a Credit Union, whichever is deemed appropriate;
- 41.3** Must ascertain that the Federation’s financial situation and financial transactions are readily available to the President and Board of Directors. He must also let the accounts and books of the Federation be examined by the Federation’s designated Chartered Accounting Firm and other interested and concerned parties;
- 41.4** Ascertain that the Federation’s financial statements are prepared by the General Manager’s staff and presented to the Board of Directors, with adequate explanations, at their regular meetings and at such other times as may be required;
- 41.5** Ascertain that the Federation’s financial year-end report is prepared and made ready for presentation;
- 41.6** Assures that disbursement of funds are properly supported, duly authorized and consistent with the duty of care implied in the oversight of the financial resources of the Federation;
- 41.7** Is responsible for ascertaining that funds are withdrawn from the Federation’s accounts exclusively by cheque, duly signed, in order of priority, by: I) The Federation’s General Manager and the Treasurer, or II) the Federation’s General Manager and a member of the Officers or III) any two members of the Officers.

## CHAPTER VII - OFFICERS

### **Article 41 cont.**

- 41.8** Is responsible for ascertaining that a detailed inventory of all of the Federation's belongings, including its rolling stock and field equipment, is maintained, detailing its original purchase price, current value and condition. The said inventory must be signed by the Federation's General Manager and Treasurer before the Annual Meeting is held;
- 41.9** Signs or countersigns all documents on which his signature is required;
- 41.10** Visits the Federation's office from time to time in order to review its financial affairs and verify compliance with the Federation's financial By-law requirements and policies; and
- 41.11** Meets with the representative of the Federation's Chartered Accounting Firm responsible for our account as required.

## CHAPTER VII - OFFICERS

### **Article 42 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director or Officer, his heirs, executors, estate and effects shall be indemnified and saved harmless out of the funds of the Federation from and against all costs and expenses whatsoever that he may sustain or incur; or, as a result of any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him in or about the execution of the duties of his office and also from and against all other costs, charges and expenses that he sustains or incurs or about or in the relation to the affairs thereof, except costs, charges or expenses that are occasioned by his own willful neglect or default.

## **CHAPTER VIII**

### **COMMITTEES**

#### **Article 43 – COMMITTEES**

##### **43.1 Establishment of Committees**

The Board of Directors may establish any committee to assist with the advancement of the goals of the Federation.

##### **43.2 Permanent Committees**

The following committees shall be permanently maintained;

By-Laws and Policy Committee

Fund Raising Committee

Trail Committee

Nominating Committee

Human Resources Committee

##### **43.3 Permanent Committee Chairpersons**

Directors will name the Chair of the Permanent Committees. The Chairs of the said Committees can then choose from the membership at large to form their committees.

##### **43.4 Composition and Membership**

Permanent Committees will be made up of a minimum of two (2) members, of which at least one will be a member of the Board of Directors.

## CHAPTER VIII - COMMITTEES

### **Article 44 – BY-LAW AND POLICY COMMITTEE**

The By-Laws and Policy Committee shall:

- 44.1** Review the Federation’s General By-Laws and Policy Statements on a yearly basis;
- 44.2** Make recommendations to the Board of Directors concerning new General By-Laws and Policy Statements or changes to the existing General By-Laws and Policy Statements;
- 44.3** Prepare a report of all recommendations concerning changes to the General By-Laws and Policy Statements, which will be submitted to the Board of Directors at least forty-five (45) days before any General Meeting;
- 44.4** Perform such other duties as directed by the Board of Directors;
- 44.5** Report to the Board of Directors as required.

## CHAPTER VIII - COMMITTEES

### **Article 45 – FUND RAISING COMMITTEE**

#### **The Fund Raising Committee shall:**

- 45.1**            Develop and organize fund-raising events and all other special events. Such events must be submitted to and approved by the Board of Directors;
- 45.2**            Manage and be responsible for fund-raising activities approved by the Board of Directors;
- 45.3**            Perform such other duties as directed by the Board of Directors;
- 45.4**            Report to the Board of Directors as required.

## CHAPTER VIII - COMMITTEES

### **Article 47 – TRAIL COMMITTEE**

#### **The Trail Committee shall:**

- 47.1 Be responsible for the preparation, maintenance and updates of a map of Federation snowmobile trails;
- 47.2 Be responsible for signage guidelines;
- 47.3 Be responsible for the evaluation of the Federation snowmobile trail system;
- 47.4 Perform such other duties as directed by the Board of Directors;
- 47.5 Report to the Board of Directors as required.

## CHAPTER VIII - COMMITTEES

### **Article 48 – NOMINATION COMMITTEE**

The Nominating Committee shall:

- 48.1** Be responsible for the application of the election process of Officers and Directors. Such duties will normally be performed by the Past President.
- 48.2** Perform such other duties as directed by the Board of Directors;
- 48.3** Report to the Board of Directors as required.

## CHAPTER VIII - COMMITTEES

### **Article 49 – HUMAN RESOURCES COMMITTEE**

The Human Resources Committee shall:

- 49.1** Provide a process and forum for member clubs and club delegates to question, clarify and make recommendations about the staff and staff's compensations, privately;
- 49.2** Provide a process and forum for the staff to address privately any concerns they have;
- 49.3** Perform such other duties as directed by the Board of Directors;
- 49.4** Report to the Board of Directors as required.
- 49.5** Chair of this Committee shall not be the NBFSC President.

## **CHAPTER IX**

### **GENERAL CLAUSES**

#### **Article 50 – OMISSION AND ERROR**

In cases where, by accidental omission, a notice of meeting is not given to a Member Club, Director, Auditor or Officer; or such notice is not received by a Member, Director, Auditor or Officer; or, further, any errors that are contained in such notice, not substantially changing the content or intent of such notice, will not invalidate decisions made during a meeting held after such notice was distributed.

## CHAPTER IX – GENERAL CLAUSES

### **Article 51 – ACCESS TO BOOKS AND LEDGERS**

The Federation's books and ledgers may be examined, at any time, by a Federation Director provided the Director has reached out to the SMNB Treasurer and has approval from the Board of Directors, such approval shall be given within 10 calendar days.

## CHAPTER IX – GENERAL CLAUSES

### **Article 52 – BONDING**

All persons responsible for Federation funds will be security bonded if required by the Board of Directors. The Board of Directors will determine the amount of the bond and instruct the Treasurer to arrange payment for said bond.

## CHAPTER IX – GENERAL CLAUSES

### **Article 53 – REMOVAL, MODIFICATION OR AMENDMENT**

#### **Procedures**

- 53.1** All proposed removals, modifications and amendments to the Federation’s General By-Laws must be submitted to the By-Laws and Policy Committee by the Board of Directors, Zone Director or a Member Club only.
- 53.2** All amendments proposed to the Federation’s General By-laws must be submitted, in writing, to the By-Laws and Policy Committee, not less than sixty (60) days before a General Meeting.
- 53.3** All amendments proposed to the Federation’s General By-Laws must be submitted to the Board of Directors by the By-Laws and Policy Committee, at least forty-five (45) days before a General Meeting.
- 53.4** A notice of any proposed removals, modifications and/or amendments to the General By-Laws must be given in writing to the member clubs at least thirty (30) days before a General Meeting, along with the notice of the General Meeting during which they will be discussed.

#### **Adoption**

- 53.5** A majority of two thirds (2/3) of the delegates in attendance, or represented by an alternate, at the General Meeting or at a Special Meeting convened for this specific reason, is necessary for the adoption of all removals, all modifications and/or all amendments to the Federation’s General By-Laws.

## CHAPTER IX – GENERAL CLAUSES

### **Article 54 – RULES OF PROCEDURE**

The Rules of Procedure to govern the Federation are as follows:

Starting a meeting:

1. Call to Order (as stated in Article 14)
2. Definition of a Delegate (as stated in Article 11 and 12)
3. Establish quorum (as stated in Article 20)
4. Adopt the agenda

#### **Decorum in debate**

- State Name and Club
- Address each other as Chair and Speaker
- One Delegate speaks for the Motion, maximum of 5 minutes.
- One Delegate speaks against the Motion, maximum 5 minutes

#### **Making a Motion**

- State it “I move to...”
- Second it “I move to...”
- Ask for the question/debate it.  
\*At this point, the motion is not amendable and must be accepted or defeated and/or a new motion made

The Chairperson shall now call for the vote (as stated in Article 18). Once the votes are counted, the Chairperson enacts or defeats the motion.

CHAPTER IX – GENERAL CLAUSES

**Article 55 – ABROGATION OF PREVIOUSLY ADOPTED BY-LAWS**

The previous Federation General By-Laws are hereby abrogated and replaced with these General By-Laws.

## CHAPTER IX – GENERAL CLAUSES

### **Article 56 – DIRECTORS IN PLACE**

All elected Directors in place on the effective date that these General By-Laws are accepted, will remain in place until the end of their existing mandate as prescribed herein.

CHAPTER IX – GENERAL CLAUSES

**Article 57 – DATE OF COMING INTO FORCE**

These General By-Laws or one of the dispositions of the said General By-Laws come into force on the 6th day of May 2018.

The General By-Laws contained in this document are hereby signed in order to be identified as the General By-Laws of The New Brunswick Federation of Snowmobile Clubs, Inc. – “La Fédération des Clubs de Motoneige du Nouveau-Brunswick Inc.”

\_\_\_\_\_  
André Yosten  
President

April 27, 2025

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Linda Mann  
Secretary

April 27, 2025

## **Definitions**

Board	The elected Zone Directors of the member Clubs.
Club	An incorporated body that comes together to provide trails for the sole use of snowmobilers
Delegate	A Club representative appointed to attend the Federation's Annual General Meeting
Officers	Officers of the Federation
Federation	Refers to the New Brunswick Federation of Snowmobile Clubs
Managed Trail	A leased snowmobile trail
Member	An Incorporated Club belonging to the Federation
Snowmobile Trail	A trail maintained for the purpose of snowmobiling
Trail Manager	A body appointed by the NB Government to oversee and manage the province's snowmobile trail system. (The Federation)
Annual Trail Permit	A Seasonal, Family, Classic and/or Antique Federation Trail Permit
Zone	The geographically divided regions of the Province for the management of the recreation of Snowmobiling

## APPENDIX "A"

### ELECTION POLICY FOR DIRECTORS

1. The purpose of this policy is to set out guidelines to be followed in the nomination and election of Directors of the Federation.
2. This policy shall be administered by the Nominating Committee established by the Board pursuant to the General By-Laws.
3. Eight (8) Directors shall be elected in separate elections with the delegates from each of the eight (8) Zones voting separately to elect one (1) Director to represent their Zone. These Directors are hereinafter called "Zone Directors" and constitute the Federation's Board of Directors. Zone Directors are elected for 2 years, which constitutes one term.
4. At the first election under this policy, the one Director from each Zone receiving the most votes shall be elected for a term of two (2) years. (If no vote was taken, the Nominating Committee shall determine the method by which the Director to serve a two-year term is chosen.) The other four (4) directors shall be elected for a half term of one year. Accordingly, each year after the first election there will be four (4) vacancies to be filled as a result of the expiring terms.
5. The Secretary of the Federation shall ensure that at least thirty (30) days before each Annual General Meeting, notice is given to the member clubs of the vacancies to be filled at the next election of Directors, which notice shall include the following information:
  - (a) the number, if any, of vacancies to be filled for each Zone;
  - (b) the names of the retiring or resigning Zone Directors; and
  - (c) the number of terms and the dates which each current Zone Director previously served.
6. Nominations for candidates to fill the vacancies shall be considered open from the date the Secretary sends the notice mentioned above.
7. Any person eligible to be a Zone Director, in accordance with the General By-Laws, may be a candidate to fill a vacancy in the Zone from which he is a delegate.
8. All nominations and applications shall be sent to the Secretary who shall transmit them to the Nominating Committee.
9. The Nominating Committee may require the Secretary to include in the notice mentioned in clause 5, above, a date, not more than twenty (20) days before the meeting, after which no further nominations may be submitted to the Secretary.

## APPENDIX "A" (cont.)

10. The Nominating Committee may, at any time before the meeting at which the election is to take place, add to the list of candidates any one or more additional person eligible to the candidates provided the person so nominated consents.
11. The Nominating Committee will make such inquiries as it sees fit to verify that all the candidates are eligible. The Committee shall advise any candidate who is ineligible of that fact and that person shall not be a candidate.
12. The Nominating Committee shall submit its Annual Report to the meeting at which the election is to occur indicating the names, by Zone, of the candidates for the vacancies.
13. The Chair of the Nominating Committee shall conduct one election for each Zone in which there is a vacancy.
14. Notwithstanding that the Nominating Committee has made its report, the Chair of the Nominating Committee shall call for nominations from the floor at the meeting. Any eligible person who is present at the meeting may be nominated for a particular Zone or, if there is a vacancy, for the Director-at-Large and such person's name shall be added to the list of candidates prepared by the Committee.
15. The Chair of the Nominating Committee shall then declare the nominations closed.
16. If the number of candidates in any Zone equals the number of vacancies, those candidates shall be declared elected.
17. Elections shall be by way of secret ballot. The Chair of the Nominating Committee shall appoint one or more scrutineer to distribute, collect, tabulate and destroy the ballots. The election of Zone Directors within the Zone shall be accepted by the delegates as a whole.
18. The Nominating Committee may prescribe such procedures and forms not inconsistent with this Policy or the General By-Laws as it considers necessary or desirable to more effectively carry out elections of the Zone Directors.
19. The substantive provisions of this Policy may be amended by the Zone Directors, but no such amendment shall take effect until approved by the same majority as is required to amend the General By-Laws of the Federation.
20. This Policy comes into force upon the adoption of the General By-Laws to which it is annexed as an Appendix.