Article I: Name and Location

The name of the corporation is SNOW TRAVELERS, INC. The principle office of Snow Travelers, Inc. shall be located at Fairbanks, Alaska. However, monthly membership meetings and meetings of the Directors may be held at such places within the greater Fairbanks, Alaska area as may be designated by the Board of Directors.

Article II: Members and Rights of Members

Snow Travelers, Inc. members shall be all-persons, agencies and organizations who subscribe to the purpose, mission and goals of the Snow Travelers, Inc., and who are current in the payment of dues. Dues shall be paid annually. Individual and family memberships shall be twenty-five dollars ($25.00); and associate, agency and organization dues shall be thirty-five dollars ($35.00). Each payment of membership dues, whether individual, family or business, shall entitle the individual or group to one vote; and the voting member must be eighteen years of age or older. Hereinafter, all references to "members" shall mean voting members.

Members are entitled to participate in the monthly membership meetings on the third Wednesday of each month, and the annual election meeting of the membership on the third Wednesday of January of each year. Members are entitled to vote for officers and members of the Board of Directors at the annual meeting. The location, time and date of the annual membership meeting shall be mailed to the members at least fourteen days but not more than thirty days prior to the date of the meeting. The purposes of the annual membership meeting shall be:

1. To elect officers for the coming year;
2. To elect members to the Board of Directors;
3. To hear reports on action taken by the Board of Directors during the previous year;
4. To conduct other business as necessary.

At the general membership meetings, provided that notice of the meetings has been given pursuant to these by-laws, a quorum shall consist of those members present at the meeting; and a majority or 2/3 majority shall be calculated from the number of voting members present at the time the vote is taken.

Article III: Purpose
The purposes of this organization are to provide donated community work assistance to municipal, state and federal agencies responsible for the planning, development, building and maintaining of public trails in the State of Alaska; to assist with the implementation of the federal, state, and local trails plans; to sponsor forums, conferences and other activities to collect, exchange and disseminate information relating to trails and greenways; and to raise or receive and spend monies and receive equipment or labor from any source for purchasing, conveying, mortgaging or leasing real and personal property for the accomplishment of the purposes stated herein.

This corporation is organized exclusively for charitable, scientific, literary, and educational purposes. Notwithstanding any other provision of these articles, the corporation shall not carry out any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 of the Internal Revenue Code.

Article IV: Board of Directors

Section 1: Composition

The number of voting members of the Board of Directors shall be eight Directors and the Corporation officers. There shall be no ex-officio members of the Board of Directors. The members of the current Board of Directors are those whose names are contained in the list attached to this document as Addendum A.

Section 2: Compensation

No member shall receive any compensation for serving on the Board of Directors.

Section 3: Term of Office

All members elected to the Board of Directors shall serve for a term of one year.

Term limits: No member of the Board of Directors may serve for more than three consecutive terms in any specific position.

Section 4: Nominations and Elections

Board members shall be elected at the annual membership meeting. The sitting Board shall appoint a nominating committee which shall solicit, from the membership, nominations for candidates to fill vacancies arising on the Board for the coming term and to certify a list of candidates one month prior to the annual
election meeting. No candidate for the Board of Directors shall be nominated without the consent of the person nominated.

Section 5: Vacancies

A vacancy is created on the Board of Directors by the termination of the term of office, the written notice of resignation, the death, or the removal of a director. A Director shall be removed from the Board, if that Director misses more than 25% of the Board meetings in a calendar year. The resignation of a Board Member is effective on the date that the Member gives notice to the President, unless the member's notice specifies a subsequent date on which the resignation is effective.

A vacancy shall be filled, by vote of the membership, at the next annual membership meeting. If a vacancy is created during the Director's term of office, the Board of Directors shall elect a member to temporarily fill the vacancy until the next annual membership meeting.

Section 6: Removal

The Board of Directors may remove a Director, with or without cause, by a two-thirds (2/3) vote by ballot of the board members present at a regular or special meeting of the Board of Directors. Notice of such action by the Board shall be given by regular mail, immediately after the meeting, to the Director to be removed. Said notice shall include advice to the Director that he may appeal the removal within 30 days of the Board's action and that the removal shall be effective as of the date of the Board's action, if not appealed.

Section 7: Enumerated Powers

In managing the affairs of Snow Travelers, Inc., the Board shall specifically have, but not be limited to, the power to:

A. Adopt standing rules.

B. Employ individuals.

C. Procure and maintain liability insurance to protect its members in the performance of their duties, and hazard insurance to protect Snow Traveler, Inc. property.

D. Procure and maintain bonds for persons having custody of funds.

E. Accept funds and authorize disbursement of funds.
Section 8: Voting

Each Board member shall have one vote. Voting by proxy shall not be permitted. Board members must be physically present at the Board meeting to cast a vote.

Article V: Meetings of Board of Directors

Section 1: Regular Meetings

Meetings of the Board of Directors shall be held at least six times a year, at times and places determined by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the President with at least twenty-four (24) hours notice, or by any five (5) Board members with at least five (5) days written notice to the Board of Directors. Such notice by the President or at least five Board members shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting.

Section 3: Quorum

A quorum shall be at least one-half of the current number of members of the Board of Directors. A quorum shall be necessary to conduct business. A majority vote shall decide motions brought before the Board, except as otherwise designated in these By-Laws.

Article VI: Officers and Duties of officers

Section 1: Officers and Election of officers

The officers of the Board of Directors of Snow Travelers, Inc. shall be elected by the membership at the annual membership meeting and shall serve on the Board of Directors, in addition to the three elected members of the Board. The officers shall be as follows: President, Immediate Past President, Vice-President, Secretary and Treasurer, and such other officers as the Board may elect from time to time to carry out the affairs of Snow Travelers, Inc. The offices of Secretary and Treasurer may be concurrently held by the same Board member. No other officers may hold more than one office concurrently. Each officer of the Board of Directors shall serve in the same office for the purpose of running the general membership meetings.
Nominations for any office, may be made by any member, from the floor, at either of the two monthly membership meetings immediately preceding the annual membership meeting. The election of officers shall be held at the annual membership meeting. No nomination or election is necessary for the office of Immediate Past President. The person who most recently held the office of President and who is still active in the Snow Travelers, Inc., shall hold this office and the seat on the Board of Directors reserved for this office.

Section 2: Term

A term of office for an officer on the Board of Directors shall be for one year and shall begin at the close of the Board of Directors meeting in which the officers were elected. No officer may serve more than two consecutive terms in the same office.

Section 3: Vacancies

A vacancy in an office shall be created in the same fashion as a vacancy on the Board of Directors is created. Such a vacancy shall be filled by ballot vote of the Board at a regular meeting. The individual elected shall serve for the remainder of the vacating officer's term. No name shall be placed in nomination without the consent of the nominee.

Section 4: Duties and Powers

The duties of the officers shall be as follows:

President: The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation membership and Board of Directors. The President shall be empowered to act, speak for, or otherwise represent the Corporation between the meetings of the Board, but only in a fashion consistent with the decisions of the Board. The President shall appoint committees to carry out the Corporation's business.

Immediate Past President: The Immediate Past President shall assist the incoming officers in the transition from one administration to the next and in training of the new officers. The Immediate Past President shall act as advisor to the President and offer his experience from prior service to all of the officers.

Vice-President: The Vice President shall report directly to the President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all of the powers of, and be subject to
the restrictions upon, the President. The Vice-President shall have such other duties as may from time to time be prescribed by the Board of Directors.

Secretary: The Secretary shall report directly to the President, and shall have the following duties: (1) the keeping of minutes of the meetings and actions of the Board, including the time and place of the meeting, the attendance, and the proceedings and business actions taken at the meetings; (2) the giving of notices of all meetings of the Board; (3) other duties consistent with the office of secretary, which may be prescribed from time to time by the Board of Directors.

Treasurer: The Treasurer shall report directly to the President, shall be the chief financial officer of the Corporation, and shall keep and maintain adequate and correct records of the properties and business transactions of the Corporation, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books shall be open to inspection by any Board member at all reasonable times.

Article VII: Committees

Committees may be created by the President or the Board of Directors, as necessary to conduct the business of the Corporation.

Article VIII: Contributions and Depositories

Section 1: Contributions

Any contributions, bequests or gifts made to Snow Travelers, Inc. shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2: Depositories

The Board of Directors shall determine what depositories shall be used by Snow Travelers, Inc. as long as such depositories are located within the State, are authorized to transact business by the State of Alaska and are insured. All checks and orders for the payment of money from said depositories shall bear the signature of the President or the Treasurer or both. Those persons authorized to make disbursements by these Bylaws shall, at the beginning of their terms of office, execute signature cards for each banking institution in which Snow Travelers, Inc. accounts are located.

Section 3: Corporation Property
Neither the membership list, the name of the Corporation, nor the real or personal property of the Corporation may be used for any purpose other than the purposes described in Article III above.

**Article IX: Contracts and Debts**

All contracts and evidences of debt may be executed only as directed by 2/3 vote of the entire Board of Directors. The President and the Treasurer shall execute, in the name of Snow Travelers, Inc., all contracts or other instruments authorized by the Board of Directors.

**Article X: Fiscal Year**

Snow Travelers, Inc. shall operate on a fiscal year beginning January 1 and ending December 31 of each calendar year.

**Article XI: Parliamentary Authority**

The most recent edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

**Article XII: Dissolution of the Corporation**

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Article XIII: Amendments**

These Bylaws may be amended by a two thirds vote of the membership at any regular meeting or special meeting, provided that the amendment and notice of the meeting at which the amendment will be considered has been distributed to the members, in writing, at least thirty days prior to such a vote. Amendments to the Bylaws may be submitted by any member or the Board of Directors.

**Article XIV: Policy Manual**

The Board is authorized to develop and provide to its members a procedure and policy manual, that shall be used in conducting the normal business activities of the Snow Travelers, Inc.
We hereby certify that the foregoing Bylaws were adopted by the membership and Board of Directors of the Snow Travelers, Inc., on the 18th day of October, 1998.

Revised January __, 2006

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DEAN ALLEN
PRESIDENT

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RICK WEBB
SECRETARY