

Section 1 - Purpose of This Manual

This Manual contains the operating policies and procedures approved by the Vermont Association of Snow Traveler's (VAST) Board of Directors. These policies, in their approved form, constitute the decisions of the Board of Directors. They provide the guidelines within which the staff, volunteers and clubs must operate. Some of these policies establish working procedures by which the by-laws are implemented. The Board of Directors must approve deviations from these policies.

Section 2 - General Operations

A. TMA/Membership

Trail Maintenance Assessments (TMA) will be sold by VAST using the VAST website. Club dues will be collected by VAST and remitted to clubs in good standing.

1.

2. Commercial Use of VAST trails:

a) Commercial TMA's will be available on the VAST website for snowmobiles used in commercial operations as defined in VAST By-laws and as described and defined in this section of VAST Policy.

1) "Commercial Operation" means the operation of a snowmobile on the SSTS by an individual participating in a guided tour or who has rented a snowmobile from an individual or corporate entity charging a fee for the tour or rental.

2) "Tour" means a snowmobile ride led by a guide or leader over a defined route or routes lasting anywhere from one-half hour to less than a day and participated in by one or more individuals that have paid a fee to an individual or corporate entity for the privilege of riding a snowmobile.

3) "Snowmobile Lease" means any contract entered into whereby an individual and/or other entity, for a fee, conveys the use of a snowmobile, to another person or entity, for a period in excess of 30 days. If the term of the agreement is for 30 days or less the use of the snowmobile shall be classified, as a rental snowmobile and a Commercial TMA will be required for its operation on the SSTS.

b) Only the VAST website shall issue Commercial TMA's. For all Commercial TMA's sold by the VAST office, there will be \$15 added to the price for club dues and the clubs in good standing will be reimbursed at that rate and they will be credited for one member per TMA sold.

c) Commercial TMA fees (excluding the club dues portion) collected from the sale of all Commercial TMA's shall be disbursed to clubs in good standing based on the following criteria;

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- 1) Fees collected from the sale of all commercial TMA's to a commercial entity that provides both guided snowmobile tours and unguided snowmobile rentals will be divided amongst all active clubs, in good standing with the county, who maintain trails within the county in which the primary location of the commercial entity is located.
 - 2) Fees collected from the sale of all commercial TMA's to a commercial entity that provides only guided tours will be divided amongst the clubs whose trails these guided tours utilize. The division of fees will be based upon the mileage utilized within each clubs trail system.
- d) No Commercial TMA's shall be issued without the commercial operator providing the following information:
- 1) The individual or entity offering a snowmobile for commercial operation has first entered into a written contract with the snowmobile club responsible for obtaining landowner permission for snowmobile trails and trail maintenance in that area with consent from the property owner or public entity over whose property the trail passes.
 - 2) The individual or entity offering a snowmobile for commercial operation provides VAST with a certificate of insurance naming VAST as an additional insured and the coverage shall be primary and non-contributory and waiver of subrogation shall apply. The certificate shall further indicate that VAST shall be provided with 30 days written notice prior to the cancellation of the policy. The limits of the commercial general liability insurance shall match those required for VAST and shall be no less than \$1,000,000 per occurrence as well as providing \$1,000,000 coverage for personal injury and completed products and \$300,000 fire damage coverage.
- e) Snowmobile dealers may be issued In-State Registered or Out of State Registered TMA's for use with their snowmobile dealer registration plates and shall be subject to the following:
- 1) The VAST office shall issue the TMA and once received by the dealer, the decal must be affixed to the applicable dealer registration plate.
 - 2) State statutes indicate that unless exempted pursuant to section 3205(d) of title 23, "any person engaged in the manufacture or sale of snowmobiles shall obtain registration certificates and identifying number plates subject to such rules as may be adopted by the commissioner which shall be valid for the following purposes only: testing; adjusting; demonstrating; temporary use of customers for a period not to exceed 14 days; private business or pleasure use of such person or members of his or her immediate family; and use at fairs, shows or races when no charge is made for such use."

- 3) All snowmobiles rented to the general public or used in snowmobile tours, operated by a dealer or an entity in cooperation with or through a snowmobile dealer shall be required to be legally registered with the State of Vermont or other state or province and they must display valid Commercial TMA's.

3. TMAs will be issued free of charge by VAST office for:

- a. Club or contractor owned and registered snowmobiles used to fulfill the requirements of VAST grooming contracts; and
- b. Snowmobiles owned and registered solely to a VAST club in good standing.

4. Volunteer TMAs:

In an effort to reward volunteerism, the category of Volunteer TMA is established. The cost for the Volunteer TMA shall be established annually by the Board of Directors. Both Residents and Non-Residents will be eligible to receive Volunteer TMA's at the same price.

Each club in good standing shall establish a policy that details the criteria for eligibility for the Volunteer TMA. Volunteer TMA's will be allocated as follows:

- a. Every club in good standing shall receive eight Volunteer TMAs annually
- b. Clubs in good standing with the responsibility for maintaining Corridor Trails, under contract to be groomed, shall be eligible for an additional Volunteer TMA for every ten miles of Corridor Trail that they maintain. It shall be the duty of the VAST Trails Administrator to verify the number of miles of trail eligible for each club in good standing. In order to be eligible for the additional Volunteer TMA's the trails shall be maintained and signed in accordance with adopted VAST policy and standards. The County Trails coordinator must verify to the VAST Trails Administrator, annually, that the club is eligible for the additional Volunteer TMA's.

5. Military TMAs

Members of the Military currently serving active duty (career military) or active reserve (Reserves or Guards) in any branch of the US Military shall be eligible to purchase two TMAs at reduced cost for snowmobiles registered in their name. The member shall provide the VAST office with verification (SCRA certificate or valid military ID) indicating they are currently considered active duty or active reserve for the US military. The cost for the Military TMA shall be established annually by the Board of Directors. Only the VAST office shall issue Military TMA's. The VAST office shall include a \$15 club fee within the cost of the Military TMAs and send that fee to the club designated by the member.

The Military TMA is available regardless of the member's state of residency.

SCRA – Servicemembers Civil Relief Act (website: <https://scra.dmdc.oscd.mil>)

6. Vintage TMA – Special Category

Vintage sled: 35 years old and older

Each sled will require:

- legal registration
- liability insurance
- must comply with state snowmobile statutes

Up to 5 sleds per Vintage TMA:

- \$55 first sled
- \$20 each additional sled
- \$5 from each sled goes to club (donation not a membership)
- All must be registered to the same owner
- Copy of TMA form goes with each sled (no decal required)
- Official VAST seal imprinted on each TMA form

Section 3 - Fiscal Policies

A. Budgeting

1. VAST programs are funded through four separate budgets: VAST General Fund, VAST Trails Fund, VAST Scholarship Fund, and the Statewide Snowmobile Trails Program (SSTP). These programs provide the following functions and services and are funded in the following manner:

a. VAST General Fund - Funded by the sale of TMA's and miscellaneous sources such as VAST promotions, VAST publications, Annual Meeting, etc. and may not exceed 60% of undedicated TMA funds. Pays salaries and benefits for VAST staff. In addition, this fund includes expenditures for the VAST Board of Directors and Officers; office expense and supplies; professional services; monthly and annual meetings; VAST publications; International Snowmobile Council; committees; special programs and more.

b. VAST Scholarship Fund - This fund provides scholarships to deserving individuals. It is funded by .10% dedicated from each TMA sold annually and other fund raising efforts.

c. VAST Trails Fund - This fund provides trail maps, public education, trail development, construction, maintenance, general trails liability insurance, grooming, signs, and equipment grants-in-aid. The VAST Trails fund is funded by the sale of TMA's. Ten dollars of each TMA is dedicated to grooming, with any unexpended portion carried forward to the next fiscal year. A minimum of 40% of the remaining TMA funds other aspects of the Trails Fund.. In addition, the fund receives an annual appropriation, not to exceed \$148,000, of Vermont's gas tax as approved each year by the Legislature. Grants from the Green Mountain National Forest, the National Recreational Trails Funds Act, and the Vermont Trails Act also support the VAST Trails Fund when they are available.

d. Statewide Snowmobile Trails Program (SSTP) - The SSTP program pays salaries and benefits at 50% to the VAST Trails Administrator/Coordinator and Administrative support person. It also covers a pro-rated share of office expense and supplies, professional and audit expense, trail signs, development, construction, maintenance, and grooming, equipment grants-in-aid, public relations, law enforcement, and liability insurance. The SSTP is funded by a return of 85% of all snowmobile registrations, fines, and penalties through the Department of Forests, Parks, and Recreation (FP&R) as provided in Vermont Statutes Annotated, Title 23, Chapter 29. FP&R is allowed to keep \$11,500 of these funds for administration of the program and the balance is designated to VAST.

2. An emergency fund of no less than \$40,000 will be budgeted to fund emergency trail or bridge repairs that could not have been reasonably foreseen. Emergency is defined as a sudden unpredictable event such as extraordinarily high ice flows during Spring runoff, floods, major blow downs caused by a serious storm like a hurricane or tornado, unexpected loss of landowner permission, etc. This emergency fund shall not be used to pay for work which could have been foreseen in time to submit a trail project grant-in-aid request or which does not affect safety of snowmobilers or groomer operators during the upcoming winter.

Emergency funds not expended during the current year shall be carried forward to the next fiscal year and a budget request shall be made that would supplement these carried forward funds so that the total amount available for emergency work is not less than \$40,000.

3. At the end of each fiscal year, there shall be a cumulative total of no less than \$100,000 remaining in the VAST General, Trails, and Scholarship funds. These funds are to be referred to as the "*Carry Forward Account*" and they shall be used to fund the operation of VAST from October of the new fiscal year until TMA receipts are capable of sustaining this Association in the new fiscal year.

B. Budget Process - General Fund, VAST Trails Fund, and Scholarship Fund

1. The Board of Directors must approve all proposed VAST budgets at least two months prior to the Annual Meeting. All articles to be acted upon at the Annual Meeting must be provided to each incorporated County Club at least 30 days prior to the Annual Meeting.

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2. In accordance with By-Laws, the Executive Director must prepare and submit, for Directors' review and approval, a proposed budget for the next fiscal year period for VAST General, Trails, and Scholarship Fund accounts.
3. The income for the proposed budget shall be based upon projected sales of TMAs and other sources of incomes from grants. The Executive Director shall recommend a price for TMAs for the upcoming year.
4. All account categories should be reviewed. Income and expenses must be carefully projected. Categories of income and expenses shall be reviewed and categories added or deleted as needed to distinguish among significant income and expense items. Categories must be labeled accurately.
5. Employee salary increases and benefit changes must be included in the budget and highlighted in the review process.
6. In accordance with the By-Laws, the budget shall be voted upon by voting delegates at the Annual Meeting. Subsequently, the Directors shall establish the cost of TMAs for the upcoming year.
7. The Executive Director shall manage the expenditure of all VAST budgets and shall assure that all expenditures are in line with the approved budget and are charged to the proper accounts. All VAST General, Trails, and Scholarship Fund expenditures must be reviewed and approved first by the Executive Director. The Treasurer shall then review and approve for payment all expenditures as provided to him/her by the Executive Director through the VAST Office Manager.

C. SSTP Budget

1. The Trails Administrator, with the assistance of the Finance Manager shall prepare the SSTP budget during April or May of each year. The SSTP proposed budget shall then be submitted to the Governor's Snowmobile Council and to the Vermont Department of Forests, Parks and Recreation for their consent and/or approval.
2. SSTP funding is based upon current year snowmobile registration fees collected by the Department of Motor Vehicles and those fines and penalties for snowmobile related infractions as collected by the Agency of Administration. Recommended changes to registration fees and fines and penalties should be brought up to the VAST Board of Directors at least one year in advance since a change in revenue for the SSTP budget requires legislative action; registration fees and fines and penalties are set by the legislature.
3. All expenditures from the SSTP Fund are approved first by the Trails Administrator who shall assure that all expenditures are in line with the approved budget and are charged to the proper accounts. The Executive Director and Treasurer shall then review and approve for

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payment all expenditures as provided to them by the Trails Administrator through the VAST Office Manager.

D. Obligating VAST Funds (Adopted 11/21/94)

1. The purpose of this policy is to limit the obligation of VAST funds to the amount budgeted for the current fiscal year and to specify what types of grant-in-aid requests may be approved.
2. VAST funds (including SSTP and those from other sources) may be obligated only to the extent that funds have been approved in the current fiscal year budget. VAST funds shall not be obligated in anticipation of future fiscal year funding nor shall any commitments be made orally or in writing that would serve to do so with the exception of Construction Grant-in-Aid for the upcoming fiscal year. These grants may be approved for construction after July 1st of the current fiscal year; however, no payments shall be made until October 1 of the new fiscal year.
3. Grant-in-aid requests shall be approved within priorities established by the Board of Directors. Grant-in-aid requests shall be approved on the basis of these priorities up to the amount budgeted in the current fiscal year. All remaining grant-in-aid requests received but not approved as well as any such request subsequently submitted shall be evaluated within the priorities established by the Board at such time as deemed necessary by the VAST Trails Administrator/Coordinator.
4. Equipment grant-in-aid requests received and obligated as of the date of adoption of this policy shall be honored.

E. Accounts Receivable

1. County and/or local clubs
 - a. TMA's (amended February 15, 1998)
 - TMA reports for all sales of TMAs and payments to clubs for club dues will be emailed and or mailed to clubs in good standing monthly or bimonthly including ACH deposits.
 - b. Signs and Maps
 - County and local clubs are sent trail signs and trail maps on request of an authorized club member.
 - Payment for signs and maps are due 30 days from the date the invoice is issued.
 - All accounts must be paid in full by the end of the fiscal year.
 - All clubs with account balances at the start of a new fiscal year will be placed on C.O.D. for that fiscal year.
2. Miscellaneous Accounts Receivable
 - a. All Accounts not Listed Above
 - Accounts are due 30 days from the date of the invoice. A late charge of 1.5% per month will be charged on all accounts over 30 days.

All accounts not paid in full by the end of the year will have TMA funding withheld to cover past due balances.

Part F. Travel and Reimbursements

1. Association Travel - Employees, Officers, Directors and Committee Members may be requested and required to travel in order to conduct business for the Association.

- a. **Instate Travel** – All instate travel shall be at the request of clubs, state and federal agencies and any other similar authority, including landowners and groups representing landowners. All travel for Directors, Alternate Directors and Committee Members shall be as approved by the Board and/or committee and as funded within the current approved budget of the Association.
- b. **Out-of-State Travel** – Out-of-state travel shall be as approved in the current fiscal year budget, and/or as otherwise approved by the Board of Directors.
- c. **Personal vehicle mileage** for official VAST business will be reimbursed using the shortest and most direct reasonable route of travel. Reimbursement will be at the federal business travel reimbursement rate.

2. Travel Expenses and Reimbursement - Employees, Officers, Directors and Committee Members may be reimbursed for travel and other expenses.

- a. Reimbursable expenses include reasonable and necessary costs of lodging, personal vehicle mileage, rented vehicles, coach class common carrier transportation, meeting registration fees, meals and similar incidental expenses for individuals authorized to travel in the conduct of official VAST business.
 - b. VAST will reimburse the actual reasonable and necessary expenses incurred by authorized VAST travelers based upon receipts provided.
 - c. Highway and ferry tolls shall be reimbursed based upon actual receipts.
 - d. VAST employees, Directors and Officers shall receive complimentary tickets to the VAST Annual Banquet.
- 3.** County Trails Coordinators may be reimbursed for mileage necessary to fulfill their official duties.

4. Other Expenses

VAST will reimburse the actual reasonable and necessary incidental expenses based upon receipts provided. These incidental expenses may include, but are not limited to,

photocopies, fax charges, and purchase of miscellaneous office supplies that are necessary to conduct VAST business away from the office.

5. Approvals

- a. The Treasurer shall review and approve for payment all travel and expense reimbursement requests from the Executive Director.
- b. The Executive Director shall review and approve all travel and expense reimbursement requests from employees, directors and committee members.
- c. VAST Trails Administrator shall review and approve all expense reimbursement requests from County Trails Coordinators.

6. VAST Credit card

- a. The Executive Director and/or Board of Directors shall approve issuance of a credit card to any employee or officer for conducting official VAST business prior to the credit card being issued.
- b. For each credit card issued, VAST will carry credit card insurance that limits VAST's liability to \$100 if the credit card is lost or stolen.
- c. Each VAST credit card holder shall be responsible for the security of the card in their possession and shall ensure that the card is used only for official VAST business. If the card is lost or stolen, the holder shall be responsible for reporting the loss to the credit card company as soon as possible. The cardholder is responsible for knowing where, how, and to whom to report a lost or stolen credit card. The VAST office should be notified as soon as possible so that proper authorities can be notified if required.
- d. The Treasurer shall review and approve credit card statements for payment.
- e. Unofficial use of the credit card will require the cardholder or user to appear at the next meeting of the Board of Directors for a review. The Directors shall assess the situation and determine a course of action.
- f. A fraudulent claim is any claim or transaction that was reported as official VAST business for personal or any other gain. Any fraudulent claim will require that the person(s) or organization(s) in question appear at the next meeting of the Board of Directors for a review. The Directors shall assess the situation and determine a course of action. Cases of fraudulent use may be protected under the due process of law.

Part G. Capitalization

- 1. Capitalization** – See Appendix A on page 43

Section 4 - Club Disputes

From time to time disputes may arise within county or local clubs. It is suggested that the following steps be taken to resolve disputes:

- a. If a local club, contact the County President and County Director for guidance. It is highly recommended that the issue(s) attempt to be resolved within the county. If a satisfactory solution is not reached, the county director or county president shall bring the matter before the Board of Directors at the next regularly scheduled BOD meeting. The BOD shall decide on a further course of action.
- b. If a county club, contact the VAST Executive Director and VAST President. The issue(s) will be discussed at the next regularly scheduled board of Directors meeting. The BOD shall decide on a further course of action.
- c. If there is no county director, county president or the county club is not active - contact the VAST Executive Director and VAST President. The Board of Directors shall hear from the parties involved (club officers and club members, both current and former) and recommend a course of action.
- d. It may be necessary to involve legal authorities depending on the severity of the situation.

Section 5 - Recognition Program for Staff and Volunteers

A. Purpose

The intent of this program is to recognize the outstanding contributions made to the sport of snowmobiling in Vermont.

The following awards may be presented annually to volunteers or deserving individuals.

B. Awards Presented by The Recognition Committee Based On The Following Criteria:

Nominations must be filed with the recognition committee no later than May 1 or as indicated under criteria for award. Nomination applications must include supporting data for all activities including pictures, news clippings, video or other supporting information. Nomination applications must include written narrative as to why the club (person) that is being nominated is deserving of the award. The names of association winners are to be forwarded to NEISC for consideration. Descriptions, qualifications and nomination forms for all awards shall be held by the VAST Nominating and Scholarship Committee and also found on the VAST website Forms page.

Section 6 - Scholarship Award Program

A. Purpose

It is the intent of this program to provide financial assistance to deserving applicants who are seeking higher education.

B. Applicant Qualifications

The applicant must be pursuing higher education beyond the secondary level at a College, University or Vocational/Technical School. They must be a member of the association and/or a spouse or dependent of the member.

C. Program Rules

1. Each year there will be two scholarship awards made. The Board of Directors shall establish the amount of these awards.
2. The Scholarship and Recognition Committee shall advertise the availability of these awards commencing three months prior to the application deadline. This shall be done in Snowmobile Vermont Magazine. Secondary schools shall be notified of scholarship award availability. Application deadline March 1.
3. The applicant must complete a VAST Scholarship Application form. Only completed applications will be considered. All of the following must accompany the application:
 - a. An official High School or College transcript, whichever applies.
 - b. Recommendations in writing from at least two teachers, counselors or other school administrator.
 - c. Recommendations in writing from one or two friends, employees or member of the clergy.
 - d. Proof of acceptance at a College, University or Vocational/Technical School.
 - e. An essay, 500 words or less, in one of the following areas:
 1. The relationship between landowners and snowmobiling in Vermont.
 2. Development and maintenance of the Statewide Snowmobile Trails System.
 3. Safe, courteous, lawful and responsible use of snowmobiles.
 4. Preservation and protection of our environment, as related to snowmobiling.
 5. Economic benefit of snowmobiling to Vermont's economy.
 6. An essay, of their choice, about snowmobiling in Vermont.
4. All applications should be postmarked no later than March 1, of the current year. Applications received after that date will not be considered. Applications shall be mailed to:

**VAST Scholarship Award
26 VAST Lane
Barre, VT 05641**

5. The Scholarship and Recognition Committee shall establish a process for judging the applications. It shall include at minimum the following criteria: Financial Need, Transcript, Essay, Recommendations, Extra Curricular and Club/Association Involvement. All applications shall be judged in the month of March and the winners will be notified, in writing, within five working days.

6. The applications of the top finalists, will be forwarded to the Northeast Chapter of the International Snowmobile Council where they will be considered for further awards. The number of finalists submitted shall be in accordance with the Northeast Chapter requirements in effect at the time of submission. The top finalist will have the opportunity to apply for the C J Ramstad Memorial Scholarship through the International Snowmobile Media Council.

7. The winners shall be eligible to receive their awards upon successful completion of their first semester of study. At that time, they must submit a certified copy of their transcript to the VAST office. After review, checks will be forwarded to the recipients school for processing.

Section 7 - Club in Good Standing

A. Purpose

It is VAST's responsibility to manage the organization effectively and efficiently. To maintain accountability and transparency for all expenditures, including grant in aid. VAST requires all county and individual clubs to be Clubs in Good Standing by following all policies and bylaws.

B. Qualifications

For clubs to maintain their good standing status, they must comply with the following standards:

1. VAST Bylaws
2. Records requests as defined in Section 8 of this policy manual and Article II, Section 5 Right to Review in the VAST Bylaws
3. VAST Organizational Policy
4. VAST Trails Policy
5. VAST Signing / Signage Policy
6. VAST Grant in Aid Policies

Additionally, clubs must refrain from any other action considered detrimental to VAST as determined by the VAST Board of Directors.

C. Loss of Good Standing Designation

For VAST to revoke a club's Good Standing designation, the following steps must be followed:

1. The club must be notified in writing that VAST has determined that the club is in violation of one or more of the standards for maintaining Good Standing designation.
2. The deficiency notification must contain the following:
 - a. Explanation of areas considered deficient
 - b. Steps the club must take to come into compliance
 - c. Date the club's designation will be revoked.
 - d. Steps the club can take to grieve the decision.

D. Loss of Privileges

If a club has their Good Standing designation revoked, VAST reserves the right to take the following actions:

1. Withhold all funds due the club from TMA sales
2. Withhold all grooming contract funds, including start up payments.
3. Withhold all equipment grant funds
4. Withhold all construction grant funds

All decisions to withhold funds or contracts must be approved with a 2/3 majority vote of the Board of Directors.

E. Reinstatement

For a club to regain its Good Standing status with VAST it must apply to the Board of Directors for Reinstatement.

1. The club must submit evidence proving that all deficiencies that lead to its loss of Good Standing designation have been addressed and corrected.
2. All decisions to reinstate a club's Good Standing designation must be approved with a simple majority vote of the Board of Directors.
3. Once a club has been reinstated, it shall be eligible for all rights and privileges afforded to all VAST clubs.

Section 8 – Right to Review

All Clubs shall establish and maintain a reasonable accounting system that enables them to readily identify assets, expenses, and track use of funds. VAST's chosen reviewing firm or CPA shall have the right to review, to examine, and to make copies of or extracts from all financial and related records (in whatever form they may be kept, whether written, electronic, or other). Such records shall include, but not be limited to, accounting records, written policies and procedures; all paid vouchers including those for out-of-pocket expenses; other reimbursement supported by invoices; ledgers; cancelled checks; deposit slips; bank statements; journals; and supporting documentation; (payroll documents and timesheets as applicable).

The Club shall as requested by VAST, at Club's own expense make such records available for inspection and review (including copies and extracts of records as required) by an auditing firm or CPA selected by VAST. Such records shall be made available *in accordance to VAST policy*.

Costs of any reviews conducted under the authority of this right to review and not addressed elsewhere will be borne by VAST. If the review identifies substantive findings related to fraud, misrepresentation, or non-compliance to VAST review policy, VAST may recoup the costs of the review work from the Club. Any adjustments and/or payments that must be made as a result of any such review or inspection of the Club's invoices and/or records shall be made within a reasonable amount of time (not to exceed 90 days) from presentation of findings to the Club.

Thirty days after a club is notified by VAST that they have been chosen to be reviewed, they will be notified by VAST again. After ninety days of not action by the club to begin the process by being in touch with the CPA firm or if they refuse to do it at all, they will be considered to not be in good standing with VAST.

II. Duties and Procedures – VAST President (revised 11/2013)

The duties of the President are to serve as Chairman of the Board of Directors, preside at meetings of the Board, be an Ex-Officio member of all committees except nominating, provide active leadership for the Association, and carry out the recommendations of the Board of Directors, and appoint such committees as are necessary with the advise and consent of the Board of Directors, to ensure the proper function of this Association. Committees shall assist in carrying out the mission of the organization and shall review and recommend policy to the Board of Directors for their disposition. The President, with the consent of the Board of Directors, or the Board of Directors, shall charge the committee with their duties as applicable. The President shall appoint committee chairs and shall not chair any committee.

III. Duties and Procedures – VAST Vice President (revised 11/2013)

The duties of the Vice-President are to officiate in the absence of the President and to assist the President in carrying out the duties of the office. The Vice President shall serve as archivist for the Association.

IV. Duties and Procedures – VAST Recording Secretary (revised 11/2013)

The duties of the Recording Secretary are to keep a permanent record of the minutes of all Annual, Regular, and Special Meetings of the membership and of the Board of Directors. He/she shall make or cause to be made, all required notices of meetings of the Association and the Board of Directors and shall be available, if called upon, to handle official correspondence for the Officers and the Board of Directors. The Recording Secretary, or an

individual appointed by him/her, or the Board of Directors, shall take meeting minutes. Minutes should be limited in nature and shall include only pertinent discussion to actions and decisions made as well as a record of the action, decision or consensus gained on an issue. Minutes shall be distributed by e-mail, fax, or priority mail, to Board Members and Officers within seven (7) days of a legal meeting. Board Members and Officers shall review the minutes for accuracy and respond, to the Recording Secretary, within seven (7) days with changes if necessary. Corrected minutes shall then be distributed to Board Members and Officers as a part of the monthly Board packet and shall be approved at monthly Board meetings.

V. Duties and Procedures – Treasurer (approved 06/18/01)

The duties of the Treasurer are to maintain or cause to be maintained all accounts of the Association and have charge of its funds. He/she or his/her designate shall deposit all sums received in any bank, which shall be designated by the Board of Directors in the name of the Association. He/she shall disburse the funds of the Association under the direction of the Board of Directors. He/she shall cause a certified audit to be made at least annually and submitted to the membership at their Annual Meeting. The Treasurer shall serve as Chair of the Fiscal Committee.

VI. Duties and Procedures – VAST Board of Directors and Officers (revised 11/2013)

A) Duties (modified review process 01/21/02)

The Board of Directors shall appoint an Executive Director and fix his/her salary and perform an annual review of his/her performance. The annual review shall be completed and approved by the Board on or before May 31 annually and it shall be reviewed with the Executive Director no later than June 30. If deemed necessary (by the Board; Personnel Committee; or the Executive Director) an interim review may be conducted, all parties shall be notified at a Board meeting prior to the interim review. The review shall be used as a tool to inform the Executive Director of areas of performance that may need to be improved upon and/or areas where exemplary performance has been shown. It shall be further used to establish goals for the Executive Director for the next fiscal year. The Board shall recommend the Executive Director's salary for the next fiscal year within their annual review, and that recommended salary shall take affect on October 01, of the new fiscal year unless an interim report specifies otherwise.

They shall formulate and adopt policies consistent with the Mission Statement and the Organizational Goals. Policies may establish working procedures by which the by-laws are implemented. The Directors shall also formulate and adopt an organizational plan which includes both short and long term goals, measures the effectiveness of policies adopted and make any corrections necessary to achieve the stated objectives, and implement duly adopted policies through the Executive Director or appropriate sub-committee as required. Board members shall monitor association finances and they shall be responsible for adequate funding and the fiscal integrity of the association.

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A Board Member shall be knowledgeable about the association, attend board meetings, retreats, and all other essential meetings of the association. They shall also be well prepared when attending any and all meetings. They shall also be prepared to contribute at all meetings, to consider the points and views of others, serve on at least one committee, represent the association to individuals, the public and other organizations. Board Members shall also assume leadership roles when requested and they shall keep the Executive Director informed about the concerns of their community.

The Board of Directors, in conjunction with the President, may charge committees with their duties. The Board of Directors shall serve from October 1 through September 30 of the current fiscal year. The Board of Directors shall discharge its duties in accordance with the by-laws.

b) Attendance (Approved 07/16/01)

Your participation on the VAST Board of Directors is essential. That's why it is important that you be active on this Board. You are asked to attend all regularly scheduled meetings, special events, regular and special meetings of committees, on which you serve, and other meetings and events as deemed appropriate by the President of the Board. If you or your Alternate cannot attend a Board or committee meeting you are expected to notify the President, Committee Chair or the Executive Director and at your earliest convenience, arrange to review the meeting proceedings. You may be removed from the Board, by a 2/3-majority vote of the Board, if you miss three meetings in a one-year period without contacting the President or the Executive Director prior to the absences or you are unable to attend Board Meetings or participate on committees. The Board President will notify those affected individuals and their county club (Officers and Alternate Director) prior to their removal from the Board.

c) Code of Ethics (revised 11/2013)

All members of the VAST Board of Directors, their Alternates, VAST Officers, employees, committee members, contractors or sub-contractors shall adhere to the following code of ethics and sign an annual statement, at the first meeting of the new fiscal year or at the first meeting they attend, which states that they will adhere to the code:

- Represent the interests of all Vermont Snowmobilers and not favor the special interests inside or outside of this Association.
- Not use the Association or my service on this Board for my own personal advantage or for the advantage of my club, friends, relatives or supporters.
- Keep confidential information confidential.
- Respect and support majority decisions of the Board.
- Approach all Board issues with an open mind, prepared to make the best decisions for everyone involved.
- Do nothing to violate the trust of those who hired, elected or appointed me or the members of the Association we serve.
- Focus my efforts on the mission of the Association and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting with a full Board or as I am delegated by the Board.

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- Consider myself a “trustee” of the Association and do my best to ensure that it is well maintained, financially secure, growing and always operating in the best interest of those we serve.

If a member of the Board, their Alternate, Officer, employee, committee member, contractor or sub-contractor is believed to have breached this code, there must be a written complaint filed and signed by the complainant against said person that describes the alleged breach of the code and it must include any and all factual information and documentation of the breach. The complaint shall be filed with the President, or Vice President if the complaint is to be filed against the President. The President or Vice President shall refer the complaint to the Board Resource Committee and upon their recommendation, may result in disciplinary action. Dismissal from the Board must be approved by a 2/3-majority vote of the members of the Board of Directors. The Board President will notify those affected individuals and their county club (Officers and Alternate Director) prior to their removal from the Board.

d) Code of Confidentiality (revised 11/2013)

Directors, their Alternates, Officers, employees, committee members, contractors or sub-contractors shall adhere to the following code of confidentiality and sign an annual statement, at the first meeting of the new fiscal year or at the first meeting they attend, which states that they will adhere to the code:

No board member of this association or their Alternate, Officer, employee, committee member, contractor or sub-contractor shall knowingly disclose confidential information gained by reason of information shared during an executive session of the Board or any information that is labeled or described as confidential and/or proprietary. This includes details about property, operations, personnel, policies and affairs of the association. Board members, their Alternates, Officers, employees, committee members, contractors or sub-contractors shall not use information to advance any personal interest, financial or otherwise. The association shall maintain confidentiality of employee and county and local club records, and no board member shall accept employment or engage in any business or professional activity that might be expected to induce him/her to disclose confidential information acquired by reason of serving on the Board.

If a member of the Board, their Alternate, Officer, employee, committee member, contractor or sub-contractor is believed to have breached this code, there must be a written complaint filed and signed by the complainant against said person that describes the alleged breach of the code and it must include any and all factual information and documentation of the breach. The complaint shall be filed with the President, or Vice President if the complaint is to be filed against the President. The President or Vice President shall refer the complaint to the Board Resource Committee and upon their recommendation, may result in disciplinary action. Dismissal from the Board must be approved by a 2/3-majority vote of the members of the Board of Directors. The Board President will notify those affected individuals and their county club (Officers and Alternate Director) prior to their removal from the Board.

e.) Executive Session (adopted 11/2013)

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An Executive Session may be requested by an Officer of the Association, the Executive Director of the Association, a County Director (or Alternate in absence of the elected Director), or the Trails Administrator.

Those permitted to take part in the Executive Session shall be listed by the requestor and approved by the Directors through a motion to convene the Executive Session. For example – I move that we enter Executive Session and include the following – Directors, Officers, etc. Those in attendance not allowed into the session, shall be asked to temporarily leave the meeting area. Once out of Executive Session, they shall be called back to the meeting area and business shall continue as needed until the original meeting is officially adjourned.

Once in Executive Session a “Clean Table Policy” shall be utilized – no paper, writing instruments or note taking apparatus shall remain on the table.

NO NOTE TAKING OF ANY SORT SHALL BE ALLOWED – with the sole exception of capturing language for a potential action outside of the Executive Session. This shall be done by the recording secretary or other member present agreed to by the Directors.

Any information handed out in Executive Session shall be sequentially numbered and recollected prior to adjourning the session. All copies must be accounted for before exiting executive session.

All information disclosed and discussed in Executive Session is confidential and is not to be discussed outside of the Executive Session.

It will be up to those in attendance to set forth any other limitations/procedures upon entering executive session.

VII. Duties and Procedures – VAST Committee Chairs

Committees shall be appointed, by the President and Executive Director, as necessary to assist in carrying out the mission of the organization and shall review and recommend policy to the Board of Directors for their disposition. All committee members shall be current members of VAST, and must own a snowmobile currently registered in Vermont or other State or Province. However, the Committee Chair may designate special advisors to their committee that don't meet the above criteria. Committee members representing the State of Vermont or a law enforcement agency are exempt from committee member criteria. The President, with the consent of the Board of Directors, or the Board of Directors, shall charge the committee with their duties as applicable. The President shall appoint committee chairs and it shall be their responsibility to provide written reports, of their meetings, to the Board of Directors and to provide an annual report of committee actions to be printed in the VAST Annual Meeting Booklet. Reports should include the topics of discussion, decisions, recommendations and proposals of the committee as well as documentation of all actions taken and it shall be provided in a form that is readily reproducible. The report shall be sent to the VAST office at least ten (10) days prior to the next Board of Directors Meeting, or as

approved otherwise by the President and it will be placed on the Board agenda as a report for information, discussion or one requiring action,

Committee actions, decisions, recommendations and proposals shall be based on accurate, current information and they are encouraged to use VAST staff to assist them in their quest for that information. If a committee meeting is to be held at the VAST office, Committee Chairs shall check with the VAST Administrative Assistant for the availability of meeting space. It shall also be the Committee Chairs responsibility to notify their committee members of the date, time and place that the meetings will be held. This may be coordinated with the VAST Administrative Assistant or the Committee Chair may elect to notify committee members of meetings via telephone, e-mail and /or fax. If the Committee Chair elects to notify members of meetings by any of the three methods above they shall notify the VAST Executive Director as well.

VIII. Conflict of Interest Policy (approved 01/01)

I. Purpose

The purpose of the conflicts of interest policy is to protect the interests of the Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, employee or other individual who is in a position to exercise substantial influence over the affairs of the Association.

II. Definitions

1. Interested Person

Any Director, Officer, employee or other individual in a position to exercise substantial influence over the affairs of the Corporation who has a direct or indirect financial interest, as defined below, is an “interested person.”

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 Association has a transaction or arrangement, or
- b) a compensation arrangement with the Association or with any entity or individual with which the Association 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 Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Section III-2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists. However, in no event shall an interested

person participate in the deliberation and/or determination of compensation that he/she will receive from the Association for employment, professional contract or otherwise.

III. Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Board, committee, or other individuals who, on behalf of the Association, are considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon by the remaining Board or committee members.

3. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that involves the conflict of interest.
- b) The Chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, including a consideration of independent comparability data, valuations or appraisals, the Board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable effort 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 attainable under circumstances that could not give rise to a conflict of interest, the Board or committee shall determine by a majority vote (of a quorum) of all of the disinterested Directors or committee members (regardless of the number present at a meeting): (i) whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, (ii) whether the transaction is fair and reasonable to the Corporation, and (iii) whether to enter into the transaction or arrangement in conformity with such determinations.

4. Records of Proceedings

The minutes of the Board or affected committee shall contain:

- a) 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's or committee's decision as to whether a conflict of interest in fact existed.

- b) 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 all comparability data, appraisals or valuations reviewed, and a record of any votes taken in connection therewith.

5. Violations of the Conflicts of Interest Policy

- a) If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board or committee determines that he/she has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Annual Statements

1. Awareness/Compliance with Policy

Each Director, Alternate Director, Officer, employee, committee member, contractor or sub-contractor shall annually sign a statement which affirms that such person has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands that the Association is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Conflict of Interest Survey

Each interested person shall disclose on an annual survey form potential conflicts of interest and financial interests relevant to this policy.

3. Immediate Family Survey

Each interested person shall also provide on an annual survey form a list of immediate family members, including spouse, parties of a civil union, children, parents, siblings and any other person who lives in his/her household, in order that the Corporation may have a record of all individuals who may be considered disqualified persons under Internal Revenue Service regulations for the purpose of ensuring compliance with tax exempt status requirements for charitable organizations.

V. Committee Responsibilities and Periodic Reviews

1. Bylaws Committee

To ensure that the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews of compliance with this policy and its disclosure requirements will be performed by the Bylaws Committee. Additionally, the Bylaws Committee shall review the statements and surveys completed by interested persons and shall maintain a list of individuals who may be considered disqualified persons under IRS regulations. The Bylaws Committee shall report the results of its reviews annually to the Board.

Vermont Association of Snow Travelers, Inc.

Annual Conflict of Interest Disclosure Survey *(revised 11/2013)*

The purpose of this survey is to disclose interests or affiliations which you or members of your immediate family may have that, when considered in the light of your relationship with the Vermont Association of Snow travelers, Inc, may create a conflict of interest. The Conflict of Interest Policy adopted January 15, 2001 should be reviewed prior to completing this survey.

A conflict of interest may exist when there is a potential that an individual or group of individuals may obtain a direct or indirect benefit, or any other improper gain or advantage, as a result of activities conducted on behalf of the Association or when actions advance a person’s interests or those of another rather than the interests of the Association. Conflicts of interest can result from a combination of completely innocent circumstances, and do not necessarily involve intentional wrongdoing. Our goal is to avoid both the appearance of impropriety and actual impropriety. When in doubt, disclosure is preferable to nondisclosure.

I, _____

currently affiliated as a/an

- Director** **Alternate Director** **Officer** **Employee**
- Committee Member**

1. Please describe below (or on an attached sheet) the nature and extent of any duality or conflict of interest, which you or members of your immediate family may have in connection with your service to the Association (*if none, please so state*):

Note: Our policy requires that a new disclosure be made to the Bylaws Committee at any time that a new potential conflict of interest arises. This may be done by contacting the Chair of the Bylaws Committee.

2. The Association periodically reviews compliance with its Conflict of Interest Policy to consider whether it has engaged in transactions with interested individuals. To assist in that effort, please list the members of your immediate family and any other person living in your same household:

Spouse: _____

Civil Partner: _____

Children: _____

Parents: _____

Siblings: _____

Others in household: _____

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I acknowledge and confirm that I have received a copy of the Conflict of Interest Policy, have read and understand the policy, agree to comply with the policy, and understand that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I further acknowledge that if I violate this policy, I may be subject to disciplinary action by the Board of Directors.

As a member of the VAST Board of Directors, if I violate this policy, I may be dismissed upon a 2/3-majority vote, in the affirmative to dismiss me, by the members of the Board.

Signature

Date

Vermont Association of Snow Travelers, Inc.

Annual Code of Confidentiality Statement (revised 11/2013)

I, _____ currently affiliated as a/an

Director Alternate Director Officer Employee

Committee Member

I hereby pledge that I will adhere to the following code of confidentiality and signify so by affixing my signature below.

I pledge that I shall not knowingly disclose confidential information gained by reason of information shared at a Board meeting. This includes details about property, operations, personnel, policies and affairs of the association. I will not use information to advance any personal interest, financial or otherwise. I will maintain confidentiality of employee, county and local club records, and will not accept employment or engage in any business or professional activity that might be expected to induce me to disclose confidential information.

I further acknowledge that if I breach this Code, I may be subject to disciplinary action by the Board of Directors.

Signed this _____ day of _____, 20____,

Signature

Vermont Association of Snow Travelers, Inc.

Annual Code of Ethics Statement (revised 11/2013)

I, _____ currently affiliated as a/an

Director Alternate Director Officer Employee

Committee Member

I hereby pledge that I will adhere to the following code of ethics and signify so by affixing my signature below.

- Represent the interests of all Vermont snowmobilers and not favor the special interests inside or outside of this association.
- Not use the Association or my service to the Association for my own personal advantage or for the advantage of my friends, relatives or supporters.
- Keep confidential information confidential.
- Respect and support majority decisions of the board.
- Approach all board issues with an open mind, prepared to make the best decisions for everyone involved.
- Do nothing to violate the trust of those who hired, elected, or appointed me, or the members of the Association we serve.
- Focus my efforts on the mission of the Association and not on my personal goals.
- Never exercise authority as a board member except when acting in a meeting with a full board or as I am delegated by the board.
- Consider myself a “trustee” of the Association and do my best to ensure that it is well maintained, financially secure, growing and always operating in the best interest of those we serve.

I further acknowledge that if I breach this Code, I may be subject to disciplinary action by the Board of Directors.

Signed this _____ day of _____, 20____,

Signature

Section 9 - Acquisition and Disposition

A. Acquisition of Equipment, Services, Office Supplies and Materials

- Any purchase and/or lease of equipment, services or materials that results in more than \$5,000 per item, or in aggregate of like items, must be purchased through the competitive bid process. If it becomes necessary to reorder or make supplemental orders for items and/or like items more than once in a fiscal year, it shall not be necessary to go through the bid process when the order is based on the successful bidders original quotation.
- If it is apparent that there are limited suppliers and/or only one supplier for certain supplies and/or services, it shall not be necessary to go through the competitive bid process. However, a copy of negotiated supply, printing and service contracts shall be kept on file at the VAST office.
- RFPs (Request for Proposal) may be used as an alternative to competitive bid process as noted above. The Executive Director shall use which ever method is more appropriate.
- It is the intent of this policy is to garner the best possible value for the Association, which may not necessarily be the cheapest bid or proposal.

B. Disposition of Equipment

- Prior to offering any VAST equipment and/or property for sale, to the general public, the item and/or items shall first be offered to VAST Clubs by notification via email, website or other electronic format. Clubs shall have ten days to respond with interest and give a purchase bid. Club with highest bid shall be considered the purchaser. In no clubs show interest within ten days, items shall be advertised for sale to the general public.
- Equipment offered for sale to the general public shall be posted on the VAST website, Craigslist, E-Bay or other such sites.
- Any and all shipping fees will be the responsibility of the purchaser.

SECTION 10 – RISK MANAGEMENT OF LEGAL FEES

A. PURPOSE

The purpose of this policy is to define the types of legal fees VAST may incur and how the respective County and/or Local Snowmobile Clubs may share a responsibility for payment of

those charges.

B. BACKGROUND

VAST, VAST Affiliated County Clubs, and their affiliated Local Snowmobile Clubs are involved in various matters that, from time-to-time, may require the services of legal counsel, above that which is covered by various insurance policies. These legal services may benefit a particular project, group of projects, or may in general benefit VAST and all of its affiliates. VAST has developed this policy as a means to determine who benefits from the legal services and to determine a fair allocation of the related expense.

C. TYPES OF LEGAL ISSUES

Following are examples of the types of issues that may require legal counsel's services:

1. Review and/or composition of Memorandums of Understanding (MOU), Agreements, Contracts, Leases, Forms, etc.;
2. Services related to arbitration, mediation, dispute resolution and litigation activities;
3. Negotiations, responses to demand letters, threats, disputes, problems and conflict resolution;
4. Legal opinions.

D. DETERMINING LEGAL ACTION TO BE PURSUED

As issues develop, that may require the services of an attorney, it is the duty of the Leadership of a County Snowmobile Club to advise the VAST Executive Director (hereinafter referred to as "Executive Director") of such necessity by the County or a Local Affiliated Snowmobile Club, of all actual or potential legal actions. The Executive Director is responsible for notifying the VAST External Relations Committee, as well as the VAST Board of Directors (hereinafter referred to as the "Board"). In reviewing the legal alternatives, the Board and Executive Director will work together with the advice of counsel to determine the best course of legal action to be pursued, see Exhibit 1 (General Guidelines for Use and Authorization of Legal Counsel).

E. DETERMINING THE ALLOCATION OF LEGAL COSTS

In determining whether to charge the expense of legal fees to the County Club and/or Local Club(s) the Board shall consider the following factors:

1. What or who prompted the issue;
2. Why the issue requires legal counsel to be involved;
3. Who is or was involved with the issue;
4. Who will benefit from use of legal service;
5. How the resolution of the issue affects VAST as a whole or the respective County or

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Local Club(s). VAST will allocate legal fees in accordance with the aforementioned factors.

A) It shall be the responsibility of VAST to pay the legal costs not reimbursed by insurance for:

- I. Services that benefit VAST, such as memoranda of understanding, agreements, contracts, leases, and forms which can be used generically;
- II. Legal counsel retained to provide opinions, which are requested by the Executive Director, and directly benefit primarily VAST and indirectly the County or Local Club(s) involved;

B) It shall be the responsibility of the County and/or Local Club(s) to pay any legal costs not reimbursed by insurance for:

- I. Review and/or composition of unique or specific memoranda of understanding, agreements, contracts, leases, forms, etc., that benefit or are required by a specific Club;
- II. Legal costs that are the result of the action or inaction of the County and/or Local Club(s);
- III. Legal counsel retained to provide opinions which are requested by the County and/or Local Club(s), and that are specific to and directly benefit a County and/or Local Club(s);
- IV. Where legal counsel is retained without the approval of the Executive Director;
- V. Where the County or Local Club(s) sign an agreement on behalf of VAST without the knowledge and/or prior approval of the Executive Director, and/or Board.

F. SUBMISSION OF LAWSUITS TO INSURANCE BROKER

It is the responsibility of the Executive Director to submit information concerning lawsuits to VAST's insurance broker; each lawsuit will be individually evaluated by the insurance carrier's legal counsel at no cost to VAST. If the insurance carrier's legal counsel determines that the lawsuit is insurable under VAST's insurance policies, then the insurance company shall pay the legal fees to the extent of the coverage allowed, and the balance, if any, will be allocated according to this policy.

G. REQUEST FOR LEGAL SERVICES

The Executive Director is responsible for authorization of any legal services to be procured. Whenever possible, legal services will be pre-approved by the Board and the Executive Director. In the event that pre-approval of the legal services is not obtained from the Board in a timely manner, the Executive Director may retain legal counsel for matters which are believed to require immediate action. In this case, it is the responsibility of Executive Director to obtain the Board's approval as soon as possible.

Generally, the Executive Director shall choose legal counsel to represent the County and/or Local Club(s) in legal matters. The County and/or Local Club(s) may recommend legal counsel. If the Executive Director approves their choice of legal counsel, the cost of these services will be paid according to this policy. In no event shall the County and/or Local Club retain legal counsel without the prior consent of the Executive Director.

In case of a violation of this policy, the associated cost shall be the sole responsibility of the County and/or Local Club(s). The Executive Director or designee is responsible for ensuring that authorized signatures approving payments for legal services are documented.

H. DISPUTE RESOLUTION

The County and/or Local Club(s) and Executive Director will make a good faith effort to resolve any disputes concerning the interpretation or performance of this policy. If the dispute cannot be resolved, either party may submit the dispute for mediation as provided for under Vermont Statutes Annotated. If the dispute is mediated, each side shall be responsible for 50% of the mediation expense. Exhibit 1

General Guidelines

Use and Authorization of Legal Counsel

Statures Type of Matter*	Advice From			Authorization From	
	General Counsel	Special Counsel	Executive Director	Board of Director Notification	Board of Director Approval
1. Litigation					
Small Claims			X		
Civil Criminal Action ¹	X	X²		X	X
2. Planned/Deferred Gift Instruments		X	X	X	
3. Member Relations		X	X	X	X
4. Agreements or Related Legal Documents	X	X	X	X	X
5. Compliance/ Disallowance		X	X	X	
6. Real Property Instruments		X	X	X	
7. General Corporate Affairs	X		X	X	

Capitalization Policy

¹ If insurance claim involved, matter may be under control of insurer

² On advice of General Counsel

*By Board Policy, some of these matters may require Board action before committing to a transaction. For example: acquire real property, accept unitrust, and amend bylaws.

Capitalization of Equipment

- A. All tangible personal property with a useful life of more than one year and a unit acquisition cost of \$5,000 or more will be capitalized and depreciated over its useful life using the straight-line method of depreciation. The Organization will expense the full acquisition cost of tangible personal property below these thresholds in the year of purchase.
- B. The basis of accounting for depreciable fixed assets is acquisition cost, and all normal expenditures, including installation costs, architect-engineer fees, etc, of readying an asset for use will be capitalized. However, unnecessary expenditures that do not add to the utility of the asset will be charged to the period incurred.

Impairment of Long-Lived Assets

A recognized impairment of a long-lived asset will be reflected whenever events or circumstances warrant. For disclosure purposes, any recognized impairment loss will be accompanied by a description of the impairment asset or group of assets and the measurement assumptions used in determining the impairment loss.

Record of updates and revisions October 2013 thru October 2022.

October 2013

Revision to Section 8 Part D Part Time definition is 30 hours per week

Revision to Section 8 Part M Health Insurance – revised to reflect change to Vermont Health Care Connect coverage and subsidy payments to employees.

November 2013

Updated Section 11 Parts II, III, IV to reflect changes in By-Laws (adopted August 10th, 2013) removing voting rights from Officers.

Revised Section 11 Parts VI.c, VI.d to reflect changes in language of Code of Ethics and Code of Confidentiality

Added Section 11 Part VI.e newly adopted Executive Session policy

Revised language of Annual Conflict of Interest Disclosure Survey, Annual Code of Confidentiality Statement and Annual Code of Ethics Statement to include Employee, Committee Member, Contractor and Sub-Contractor.

January 2014

Revision to dates in Section 5 Parts B.1, B.2, B.3 from March 1 to April 1.

Added Carmi Duso Award and description to Section 5 Part C.6

February 2014

Removed Section 4 Trails

Removed Sections 8 thru 10 Personnel

Above sections become stand-alone documents

May 2014

Board approved New Personnel Policy as a stand-alone document

June 2014

Board approved minor revision to wording in Personnel Policy

July 2014

Board approved revision to Personnel Policy to address additional health coverage category

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April 2015

Added Horizon Award and Trail Blazer Award to Section 5.B – #'s 7 & 8

June 2015

Added Founder Award to Section 5.B - #9

July 2015

Board approved changes to Section 12 – Acquisition and Disposition

October 2015

Board approved changes to Section – to align with newly adopted By-Laws

December 2015

Board approved Family Extraordinary Event Leave addition to Personnel Manual.

Policy and By-Laws committee to complete proposed revision to Personnel Manual.

January 2016 – updated document with policy changes from April 2015 thru December 2015

November 2016 – updated Military TMA, travel and expense reimbursement.

December 2016 - Added club disputes section and vintage TMA section.

February 2018 – Section 3.F.1.c – clarified mileage reimbursement as federal business rate.

August 2018 – Added Capitalization Policy

October 2022 – Added Club in Good Standing Policy. Added Club Review Policy.