

SNOWBOUNDERS SKI CLUB, INC.

BY•LAWS

REVISED

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ARTICLE I **NAME AND OBJECTIVES****SECTION I: NAME**

THIS ORGANIZATION IS A NON-PROFIT CORPORATION AND SHALL BE KNOWN AS THE:

SNOWBOUNDERS SKI CLUB, INC.

IN THESE BY-LAWS, THE SNOWBOUNDERS SKI CLUB, INC. SHALL HEREAFTER BE REFERRED TO AS THE "CLUB".

SECTION II: OBJECTIVES

THE OBJECTIVES OF THE CLUB SHALL BE TO ENCOURAGE AND DEVELOP THE SKIING INTEREST AND ACTIVITIES OF ITS MEMBERS. AMONG THE MEANS TO THIS END SHALL BE THE HOLDING OF MEETINGS AND THE PLANNING OF CLUB TRIPS AND SOCIAL EVENTS.

ARTICLE II **MEMBERSHIP****SECTION I: DESCRIPTION AND ELIGIBILITY**

THE ACTIVE MEMBERSHIP OF THIS CLUB SHALL CONSIST OF PERSONS FROM THE GENERAL PUBLIC WHO HAVE SATISFIED THE REQUIREMENTS OF THIS ARTICLE AND OF ARTICLE V, SECTION I. MEMBERSHIP SHALL NOT BE DENIED BECAUSE OF SEX, RACE, CREED OR NATIONALITY. ALL MEMBERS SHALL BE 21 YEARS OF AGE OR OLDER.

SECTION II: APPLICATION REQUIREMENTS

ALL APPLICANTS FOR MEMBERSHIP MUST COMPLETE AND SIGN THE APPLICATION FORM FOR THE CURRENT SEASON.

SECTION III: REVOKING A MEMBERSHIP

A MEMBER OF THE CLUB MAY HAVE HIS MEMBERSHIP AND HIS PRIVILEGES TO PARTICIPATE IN THE CLUB FUNCTIONS PERMANENTLY REVOKED FOR MISCONDUCT DURING OR OUTSIDE OF A CLUB FUNCTION. ANY ILLEGAL DRUGS, NARCOTICS AND ACTS AT CLUB FUNCTIONS ARE PROHIBITED. THE REVOKING OF CLUB MEMBERSHIP AND PRIVILEGES WILL REQUIRE THE CONCURRING VOTE OF AT LEAST FIVE (5) CLUB DIRECTORS.

SECTION IV: LIFE MEMBERS

PRESENT LIFE MEMBERS OF THE CLUB SHALL BE EXEMPT FROM PAYING ANNUAL DUES.

ARTICLE III **ORGANIZATION****SECTION I: BOARD OF DIRECTORS**

THE CLUB SHALL HAVE ITS LEADERSHIP VESTED IN THE BOARD OF DIRECTORS. THE BOARD SHALL CONSIST OF THE PRESIDENT AND SIX ELECTED DIRECTORS. THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO PROMULGATE AND ADOPT CLUB BY-LAWS, RULES AND REGULATIONS FOR TRANSACTING AND CONDUCTING THE BUSINESS AND AFFAIRS OF THE CLUB. THE BOARD OF DIRECTORS SHALL ELECT A CHAIRMAN AT ITS FIRST MEETING FOLLOWING THE ANNUAL CLUB ELECTIONS. THE DURATION OF THE CHAIRMAN'S TERM SHALL BE ONE YEAR. CONDUCT AT MEETINGS OF THE BOARD OF DIRECTORS SHALL BE GOVERNED BY THE FOLLOWING RULES:

1. A QUORUM SHALL CONSIST OF FIVE (5) MEMBERS.
2. A MINIMUM OF FOUR (4) VOTES SHALL BE REQUIRED TO PASS A MOTION WITH A QUORUM PRESENT.
3. EACH BOARD MEMBER SHALL HAVE ONE VOTE. NO ONE SHALL VOTE FOR AN ABSENT MEMBER. A BOARD MEMBER MAY PROVIDE AN ABSENTEE BALLOT IN WRITING IF IT IS KNOWN WHAT MOTIONS WILL BE PRESENTED AT A MEETING AND HE/SHE EXPECTS TO BE ABSENT. BOARD MEMBERS MAY VOTE BY TELEPHONE OR BY VIDEO CONFERENCE.
4. BOARD MEETINGS SHALL BE CONDUCTED GENERALLY WITHIN THE FRAMEWORK OF "ROBERTS RULES OF ORDER". THIS FORMAT SHALL NOT BE NECESSARY FOR "LEGAL" VOTES, ETC., TO BE HELD HOWEVER.
5. APPOINTED OFFICERS AND PAST PRESIDENT ARE EXPECTED TO ATTEND ALL BOARD MEETINGS AND PARTICIPATE IN THE GENERAL OPERATION OF THE CLUB.
6. MOTIONS PERTAINING TO THE OPERATION OF THE CLUB SHALL BE VOTED ON BY THE COMBINED BOARD OF DIRECTORS, APPOINTED OFFICERS AND THE PAST PRESIDENT. A MAJORITY VOTE SHALL CARRY THE MOTION. MOTIONS PERTAINING TO INTERPRETATION OR REVISION OF THE BY-LAWS SHALL BE VOTED ON ONLY BY THE BOARD OF DIRECTORS.

SECTION II: OFFICERS

THE OFFICERS SHALL BE THE PRESIDENT, ADMINISTRATION VICE PRESIDENT, TRIPS VICE PRESIDENT, SECRETARY AND TREASURER, WHICH OFFICERS SHALL BE APPOINTED AND HOLD OFFICE AT THE PLEASURE OF THE BOARD OF DIRECTORS. EACH OFFICER MAY, BUT NEED NOT BE, A MEMBER OF THE BOARD OF DIRECTORS.

1. PRESIDENT -- THE PRESIDENT SHALL HAVE OVERALL RESPONSIBILITY FOR THE OPERATIONS OF THE CLUB AND SHALL PRESIDE AT ALL MEETINGS OF THE GENERAL MEMBERSHIP MEETINGS. HE/SHE SHALL BE RESPONSIBLE FOR APPOINTING CLUB REPRESENTATIVES HE/SHE SHALL BE RESPONSIBLE FOR THE COLLECTION OF FINANCIAL REPORTS OF ALL CLUB ACTIVITIES WITHIN TWO WEEKS OF THE ACTIVITIES CONCLUSION AND SHALL PROVIDE SUCH INFORMATION TO THE BOARD OF DIRECTORS AT THEIR NEXT MEETING. HE/SHE SHALL FILE CALIFORNIA SELLER, TCRC AND CORPORATE RENEWAL FORMS.
2. ADMINISTRATIVE VICE-PRESIDENT -- THE ADMINISTRATIVE VICE-PRESIDENT SHALL BE RESPONSIBLE FOR ALL SOCIAL FUNCTIONS, ACT FOR THE PRESIDENT DURING HIS ABSENCE OR DISABILITY, AND SHALL PERFORM ALL OTHER DUTIES ASSIGNED TO HIM BY THE PRESIDENT, INCLUDING COLLECTION OF FINANCIAL REPORTS FROM ALL OFFICERS OR CHAIRMEN OF CLUB FUNCTIONS WITHIN TWO WEEKS OF AN EVENT.
3. TRIPS VICE- - PRESIDENT -- THE TRIPS VICE-PRESIDENT SHALL BE RESPONSIBLE FOR APPOINTING A CHAIRMAN FOR EACH SKI TRIP WHO IS TO MAKE ARRANGEMENTS AND MANAGE FUNDS FOR EACH TRIP. HE/SHE SHALL PRESENT TRIP PROPOSALS TO THE BOARD OF DIRECTORS WITH FINANCIAL DATA FOR APPROVAL. HE/SHE SHALL ALSO COLLECT TRIP FINANCIAL REPORTS FROM THE TRIP CHAIRMEN AND PRESENT THEM TO THE BOARD OF DIRECTORS AT THEIR NEXT MEETING.
4. SECRETARY -- THE SECRETARY SHALL KEEP, OR CAUSE TO BE KEPT, AT SUCH PLACE AS THE BOARD OF DIRECTORS SPECIFIES, A RECORD OF THE MINUTES OF ALL REGULAR, SPECIAL AND BOARD OF DIRECTORS MEETINGS, AND SHALL BE THE CUSTODIAN OF ALL CLUB RECORDS EXCEPT THE FINANCIAL RECORDS. THE MINUTES OF EACH MEETING SHALL STATE THE TIME AND PLACE THAT IT WAS HELD, HOW IT IS AUTHORIZED, THE NOTICE GIVEN, THE NAMES OF THOSE PRESENT AND THE PROCEEDINGS OF THE MEETING.
5. TREASURER -- THE TREASURER SHALL BE IN CHARGE OF THE FINANCIAL AFFAIRS OF THE CLUB, AND SHALL MAINTAIN THE FINANCIAL RECORDS. THE FINANCIAL RECORDS WILL BE REVIEWED BY THE BOARD OF DIRECTORS FOLLOWING THE CLOSE OF THE FISCAL YEAR. HE/SHE SHALL BE RESPONSIBLE FOR THE FILING THE ANNUAL TAX STATEMENT.
6. OTHER APPOINTMENTS -- ALL OTHER APPOINTED OFFICERS, REPRESENTATIVES OF THE CLUB AND COMMITTEE CHAIRS, UNLESS OTHERWISE NOTED, SHALL BE APPOINTED BY THE PRESIDENT. ALL MEMBERS OF THE VARIOUS COMMITTEES SHALL BE APPOINTED BY THE RESPECTIVE COMMITTEE CHAIRPERSON. ALL APPOINTED OFFICERS, REPRESENTATIVES, COMMITTEE CHAIRS AND COMMITTEE MEMBERS MUST BE MEMBERS IN GOOD STANDING.

SECTION IV: STANDING COMMITTEES

ALL COMMITTEES, UNLESS OTHERWISE NOTED, SHALL BE RESPONSIBLE TO THE ADMINISTRATIVE VICE-PRESIDENT AND SHALL SUBMIT PROGRESS REPORTS TO HIM/HER.

1. MEMBERSHIP AND HOSPITALITY COMMITTEE -- THE MEMBERSHIP AND HOSPITALITY COMMITTEE SHALL BE RESPONSIBLE FOR RECRUITING, ORIENTATION AND RETENTION OF CLUB MEMBERS. IT WILL BE THE RESPONSIBILITY OF THE COMMITTEE TO EXTEND COURTESY AND HOSPITALITY TO ALL MEMBERS AND GUEST.
2. PUBLICITY COMMITTEE -- THE PUBLICITY COMMITTEE SHALL BE RESPONSIBLE FOR THE ADVERTISING AND PROMOTING THE CLUB. IT SHALL ALSO BE RESPONSIBLE FOR THE PUBLICATION AND DISTRIBUTION OF THE MONTHLY NEWSLETTER REPORTING ON CLUB ACTIVITIES AND OTHER ITEMS OF INTEREST.
3. ELECTION COMMITTEE -- THE ELECTION COMMITTEE SHALL CONSIST OF THE THREE HOLDOVER MEMBERS OF THE BOARD OF DIRECTORS. THE ELECTION COMMITTEE SHALL BE RESPONSIBLE FOR CONDUCTING ALL CLUB ELECTIONS IN ACCORDANCE WITH THE BY-LAWS.

SECTION V: CONFLICTS OF INTEREST

NO CLUB MEMBER SHALL RECEIVE COMPENSATION IN ANY FORM FROM THE CLUB FOR SERVICES RENDERED UNLESS EXPLICITLY APPROVED BY THE BOARD OF DIRECTORS IN ADVANCE. "COMPENSATION" DOES NOT INCLUDE REIMBURSEMENTS FOR EXPENSES ASSOCIATED WITH A CLUB FUNCTION.

ARTICLE IV: CLUB FUNCTIONS**SECTION I: DEFINITION**

CLUB FUNCTION IS ANY EVENT OR ACTIVITY WHICH IS SPONSORED BY THE CLUB.

SECTION II: ELIGIBLE PARTICIPANTS

ALL CLUB MEMBERS AND GUESTS OVER 21 YEARS OF AGE ARE ELIGIBLE TO PARTICIPATE IN CLUB FUNCTIONS. A PERSON UNDER 21 YEARS OF AGE SHALL NOT PARTICIPATE IN CLUB FUNCTIONS UNLESS SAID FUNCTION IS DESIGNATED BY THE BOARD OF DIRECTORS AS OPEN TO THOSE UNDER 21 YEARS OF AGE. SAID MINOR MUST BE ACCOMPANIED BY A PARENT(S) OR LEGAL GUARDIAN. THE PARENT(S) OR LEGAL GUARDIAN SHALL BE WHOLLY RESPONSIBLE FOR THE CONDUCT AND WELFARE OF SAID PERSON. LEGAL GUARDIANSHIP MUST BE VERIFIED IN WRITING.

SECTION III: REPORTS

A REPORT FOR EACH CLUB FUNCTION SHALL BE WRITTEN BY THE RESPONSIBLE CHAIRMAN AND SUBMITTED TO THE BOARD OF DIRECTORS WITHIN ONE MONTH AFTER THE CONCLUSION OF THE FUNCTION. THE REPORT SHALL INCLUDE A GENERAL DESCRIPTION OF THE FUNCTION AND A DETAILED FINANCIAL SUMMARY.

ARTICLE V FINANCES**SECTION I: CLUB DUES AND FEES**

THE ANNUAL DUES SHALL BE APPROVED BY THE BOARD OF DIRECTORS. DUES FOR THE SEASON SHALL COVER THE PERIOD FROM SEPTEMBER 1 THROUGH AUGUST 31.

SECTION II: DISBURSEMENTS

VOUCHERS SUBMITTED FOR REIMBURSEMENT OR DISBURSEMENT OF FUNDS MUST BE SIGNED BY THE VICE PRESIDENT OR BY THE CHAIRPERSON OF THAT EVENT. IF A DISBURSEMENT IS NOT INCLUDED IN THE BUDGET FOR THE YEAR, IT SHALL REQUIRE THE APPROVAL OF THE BOARD OF DIRECTORS. ALL DISBURSEMENTS SHALL BE ACCOMPANIED BY A VALID INVOICE, RECEIPT OR CONTRACT.

SECTION III: CLUB LIABILITIES

ALL CLUB LIABILITIES SHALL BE INCLUDED IN THE ANNUAL BUDGET APPROVED BY THE BOARD OF DIRECTORS. IN THE EVENT OF AN ADDITIONAL ACTIVITY REQUIRING AN EXPENDITURE OF FUNDS, THAT ACTIVITY AND ITS COST SHALL BE APPROVED BY THE BOARD OF DIRECTORS. NO REFUNDS SHALL BE AUTHORIZED UNTIL THE CLUB'S COSTS FOR THE FUNCTION ARE VERIFIED BY THE RESPONSIBLE VICE-PRESIDENT OR COMMITTEE CHAIRPERSON AND THE BOARD OF DIRECTORS."

SECTION IV: FINANCIAL RECORDS

THE TREASURER SHALL ALSO BE RESPONSIBLE FOR FILING THE NECESSARY ANNUAL TAX STATEMENTS. THE FINANCIAL FISCAL YEAR SHALL BE JUNE 1 TO MAY 31.

SECTION V: ANNUAL BUDGET

THE PRESIDENT SHALL PRESENT A BUDGET FOR THE YEAR FOR REVIEW BY THE BOARD OF DIRECTORS. THE BUDGET SHALL BE PRESENTED BY JUNE 1.

SECTION VI: FINANCIAL REPORTS

A FINANCIAL REPORT IS REQUIRED FOR EACH CLUB FUNCTION IN WHICH THE CLUB TREASURY IS UTILIZED. THE REPORT SHALL INCLUDE A DETAILED BREAKDOWN OF THE INCOME AND EXPENSES OF THE EVENT. THE REPORT SHALL BE SUBMITTED TO THE BOARD OF DIRECTORS AS SOON AS PRACTICAL AFTER THE CONCLUSION OF THE FUNCTION. THE TREASURER SHALL SUBMIT ANNUAL AND QUARTERLY FINANCIAL REPORTS TO THE BOARD.

ARTICLE VI MEETINGS

SECTION I: REGULAR MEETINGS

THE ANNUAL MEETING OF THE MEMBERSHIP SHALL BE HELD AT A BANQUET IN THE MONTH FOLLOWING THE ELECTION OF DIRECTORS, AT WHICH TIME ALL NEWLY-ELECTED DIRECTORS AND APPOINTED OFFICERS SHALL BE INSTALLED AND ALL CLUB TROPHIES AND AWARDS SHALL BE PRESENTED.

SECTION II: SPECIAL MEETINGS

SPECIAL MEETINGS MAY BE CALLED BY THE PRESIDENT AS DEEMED NECESSARY.

SECTION III: BOARD MEETINGS

THE BOARD OF DIRECTORS SHALL MEET WHEN DEEMED NECESSARY BY THE CHAIRMAN OF THE BOARD OR BY A MAJORITY OF THE DIRECTORS.

ARTICLE VII: ELECTIONS

SECTION I ELECTIONS

ELECTIONS SHALL BE HELD ANNUALLY NO LATER THAN MAY OF EACH YEAR. NOMINATIONS FOR ALL ELECTED POSITIONS MAY BE MADE BY ANY MEMBER IN GOOD STANDING DURING A PERIOD DESIGNATED BY THE ELECTION COMMITTEE.

SECTION II: ELECTION CONDUCT

THE ELECTION COMMITTEE SHALL BE RESPONSIBLE FOR THE CONDUCT OF THE ELECTIONS. IT SHALL VERIFY THE ELIGIBILITY OF THE CANDIDATES, MAKE AND DISTRIBUTE THE BALLOTS BY E-MAIL OR REGULAR MAIL, AND PERFORM THE COUNT OF THE VOTES. A REASONABLE EFFORT SHALL BE MADE TO PROVIDE ALL MEMBERS WITH A BALLOT. THERE IS NO CUMULATIVE VOTING. VOTES MAY BE CAST BY E-MAIL OR SECRET BALLOT. THE CANDIDATE FOR EACH POSITION RECEIVING THE MOST VOTES SHALL BE DECLARED ELECTED. IN THE EVENT OF A TIE, THE ELECTION COMMITTEE SHALL RESOLVE IT IMMEDIATELY FOLLOWING THE BALLOT COUNT.

SECTION III: ELIGIBILITY AND REQUIREMENTS

TO BE ELIGIBLE:

BOARD OF DIRECTORS -- A NOMINEE MUST HAVE BEEN A MEMBER IN GOOD STANDING FOR AT LEAST TWO YEARS PRECEDING THE ELECTIONS.

SECTION IV: TERM OF OFFICE

THE TERM OF OFFICE FOR MEMBERS OF THE BOARD OF DIRECTORS SHALL BE TWO YEARS. DIRECTORS SHALL BE ELECTED AT EACH ANNUAL ELECTION. THE TERM OF OFFICE OF ALL OTHER APPOINTED OFFICERS SHALL BE ONE YEAR, FROM JUNE 1 THROUGH MAY 31.

SECTION V: REMOVAL FROM OFFICE

A DIRECTOR MAY BE REMOVED FROM OFFICE BY A MAJORITY OF THE VOTES OF AT LEAST 75% OF THE GENERAL MEMBERSHIP. THIS VOTE MAY BE TAKEN ONLY AFTER A WRITTEN PETITION FROM AT LEAST 25% OF THE GENERAL MEMBERSHIP REQUESTING SUCH A VOTE HAS BEEN SUBMITTED TO THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS WILL CONDUCT THE VOTE AFTER DISTRIBUTING A BALLOT TO ALL CLUB MEMBERS.

SECTION VI: REPLACEMENT OF AN OFFICER OR DIRECTOR .

IF A VACANCY OCCURS ON THE BOARD OF DIRECTORS, A REPLACEMENT DIRECTOR SHALL BE APPOINTED BY THE CHAIRMAN OF THE BOARD TO FILL THE REMAINDER OF THE TERM. THIS APPOINTMENT BECOMES VALID ONLY AFTER RATIFICATION BY THE REMAINING BOARD MEMBERS.

ARTICLE VIII TRIPS

SECTION I: TRIP SCHEDULES

TRIP SCHEDULES SHALL BE REPORTED TO THE BOARD OF DIRECTORS BY THE TRIP VICE-PRESIDENT OR THE CHAIRMAN IN CHARGE OF THE TRIP FOR ITS CONSIDERATION AND APPROVAL.

SECTION II: PAYMENT SCHEDULE AND REQUIREMENTS

THE TRIP REQUIREMENTS AND PAYMENT SCHEDULE SHALL BE DETERMINED BY THE TRIP VICE-PRESIDENT OR THE CHAIRMAN IN CHARGE OF THE TRIP AND REPORTED TO THE BOARD OF DIRECTORS FOR APPROVAL.

SECTION III: TRIP REPORTS

THE TRIP VICE-PRESIDENT OR THE CHAIRMAN IN CHARGE OF THE TRIP SHALL SUBMIT A DETAILED FINANCIAL REPORT FOR THE TRIP TO THE BOARD OF DIRECTORS WITHIN ONE MONTH FOLLOWING THE TRIP.

ARTICLE X BY-LAW REVISIONS

SECTION I: BY-LAWS

THE RESPONSIBILITY FOR CHANGES TO THE BY-LAWS IS TOTALLY VESTED IN THE BOARD OF DIRECTORS. A CHANGE IN THE BY-LAWS WILL REQUIRE AN AFFIRMATIVE VOTE OF AT LEAST FIVE DIRECTORS.

ARTICLE XI: OPERATING PROCEDURES

SECTION I: PROCEDURES

THE OPERATING PROCEDURES SHALL DETAIL AN ACCEPTED OPERATING PROCEDURE FOR EACH APPOINTED OFFICER AND CHAIRPERSON OF THE CLUB. THESE PROCEDURES AND THE BY-LAWS SHALL GOVERN THE OPERATION OF THE CLUB. THE RESPONSIBILITY FOR CHANGES TO THE OPERATING PROCEDURES IS TOTALLY VESTED IN THE BOARD OF DIRECTORS. A CHANGE WILL REQUIRE A MAJORITY VOTE OF FOUR OF A QUORUM OF DIRECTORS PRESENT.

THE END

